Retirement Date	Director	Other Directorships
2013	**J. Evans** Vice President & General Manager Home & Personal Services Division U.S. West Communications, Inc. Training/Experience marketing, direct mail, retailing	Catalyst - **$20,920** Edison Brothers Stores, Inc. Ladies Professional Golf Association Maidenform Inc. (Advisory Board) The Phoenix Heard Museum Women's Forum Young Presidents' Organization

Retirement Date	Director	Other Directorships
2017	**R. D. Parsons** Chairman & CEO The Dimes Savings Bank of New York, FSB Training/Experience law	Federal National Mortgage Association Howard University (Trustee) - **$28,000** Metropolitan Museum of Art (Trustee) - **$792,000** Rockefeller Brothers Fund Time Warner Inc.

Emeritus Directors

Retirement Date	Chairman Emeritus	Other Directorships
Permanent	**J. F. Cullman 3rd** Chairman Emeritus Philip Morris Companies Inc. Training/Experience business, marketing	African Wildlife Foundation American Museum of Natural History (Trustee) - **$10,000** Atlantic Salmon Federation (U.S.) (Chairman) IBM World Trade Europe (Honorary Director) International Tennis Hall of Fame - **$80,000** (Chairman of Executive Committee) Walt Disney Company (Director Emeritus) World Wildlife Fund - The Conservation Foundation (Chairman Executive Committee) - **$62,500**

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

CORPORATE GOVERNANCE

2022987782

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CORPORATE GOVERNANCE

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

CORPORATE GOVERNANCE

SHAREHOLDER PROPOSALS TO BE PRESENTED

- Help tobacco farmers to convert to other crops. (a.k.a. Economic Conversion)
  - — Anne Northrup, Kentucky state legislator, raised issue at 1993 meeting (Q. 4).
  - — 1993 Response - processors and farmers need each other.
  - — See Tobacco Operations Q. 40.

- Halt efforts to restrict smoking in public places and to challenge ETS health hazards. (a.k.a. ETS)
  - — Primary Filer, Dr. Gregory Connolly proposed the Voluntary Code of Cigarette Advertising resolution at the 1993 meeting.
  - — See Last Minute Q&A's.
  - — See Health Q. 5-6.

- Redeem the Poison Pill.
  - — Resolution presented by Anna Thompson, International Brotherhood of Teamsters, at the 1993 meeting and received 41.6% of the votes cast.
  - — See Corporate Governance Q. 9.

- Milk/Cheese Pricing.
  - — See Last Minute Q&A's.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

WITHDRAWN PROPOSALS

- Split the company into two separate corporations.
  - Connell Shearin raised the issue at the 1993 meeting (Q. 20).
  - 1993 Response - Board considers alternative strategies, but considers the current one the best.

- Miller Television Advertising.
  - See Advertising & Promotions Q. 11.

- Malt Liquor Marketing.
  - See Advertising & Promotion Q. 7-8

- Place warnings on all forms of "cigarette/logo" advertising. (a.k.a. Global Warnings)
  - Resolution presented by Fr. Michael Crosby of IRRC, at the 1993 meeting and received over 6.6% of the votes cast. Fr. Crosby is the Primary Filer for 1994.
  - Fr. Crosby suggested that Marlboro gear, with its logos, is targeted to children.
  - Timothy Smith felt that PM ads are manipulative and side step legal restrictions.
  - Dr. Alan Blum, DOC, stated that the company risks fines by televising the Marlboro Grand Prix.
  - 1993 Response - company does not violate the law in any way.
  - See Advertising & Promotion Q. 23.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

PHILIP MORRIS IS ONE OF THE FIRST MAJOR CONSUMER PACKAGED GOODS COMPANIES TO HOLD ITS ANNUAL MEETING IN 1994, AND RJR'S ANNUAL MEETING HAS BEEN MOVED TO MAY. THEREFORE, THERE ARE NO 1994 ANNUAL MEETINGS WE CAN REFERENCE TO OBTAIN UNIVERSAL SHAREHOLDER ISSUES.

PERSPECTIVE MEETING ATTENDEES:

Poison Pill proposal

- ***David Laughton*** will present the proposal for Amos Green, the Trustee of the Teamsters Medicare Trust for Retired Employees and the proponent of the resolution.
- ***Patricia Callahan***, Mr. Laughton's guest

Proposal on Economic Conversion

- ***Kathy Mulvey***, member of INFACT, will represent the proponent Sister Mary Brennan of the Literary Society of St. Catherine of Siena.
- ***Helen Neville***, Ms. Mulvey's guest, a member of INFACT.
- ***Anne Northrop***, Louisville state legislator, will introduce the proposal. Last year she asked PM to consider putting food processing plants in the tobacco-growing communities of Kentucky, North Carolina, and Virginia.
- ***Ed Sweda***, member of Boston branch of GASP, will second the resolution.
- ***Dr. Alan Blum,*** DOC Chairman (Doctors Ought to Care).

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PERSPECTIVE MEETING ATTENDEES: *(CONT'D)*

Proposal on ETS

- ***Dr. Gregory Connolly,*** the proponent of the resolution, will present the proposal.
- ***Ed Sweda***, member of Boston branch of GASP, will second the proposal as representative of the Sisters of Charity of the Incarnate Word, a co-filer of the resolution.

Proposal on the National Cheese Exchange

- ***Sister Kathleen Phelan***, of the Sisinawa Dominicans, will present the proposal.
- ***Mr. Jay Klemundt***, Sister Kathleen's guest and member of the Sheboygan County Interfaith Organization.
- ***Mr. Chuck Born***, representative of the Oblates of Mary Immaculate.
- ***Mr. Ken Blatz***, Mr. Born's guest.

Other possible attendees:

- ***Timothy Smith,*** executive director of the Interfaith Center on Corporate Responsibility. This year, the IRRC focused it efforts on enlisting support against smoking from insurance and health care companies and fast food restaurants.
- ***Ann Morrow Donnelly***, head of Richmond branch of GASP.

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Other possible attendees: *(Cont'd)*

- ***Marie Kuhn***, former PM USA Sales Representative. Terminated for inappropriate behavior in 1991. Kuhn filed suit alleging environmental harassment and disability discrimination. The Pennsylvania Human Relations Commission, Federal District Court for the Eastern District of Penn. found no probable cause, and the Third Circuit Court of Appeals dismissed her complaints.
- ***Sandra Burwell***, former PM USA Blended Leaf Plant Supervisor, terminated in 1992 for performance issues. She filed an EEOC charge alleging racial discrimination. No cause found. Subsequently filed suit in Federal District Court for race and gender bias. The judge granted in favor of the Company on March 8, 1994.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

GENERAL

1. What procedures are in place to review CEO performance?
   - Performance is reviewed and compensation determined by compensation committee.

2. With the problems presently being faced by PM, how can you justify spending time on the Boards of other companies, like Sears?
   - I serve on two outside Boards; Sears and Dean Witter.
   - Serving on other Boards provides valuable experience and ideas.
   - To attract other qualified Board members to PM's Board, I must in turn be willing to serve on other Boards.

3. Have you had any indication that any large group, such as CalPERS might want to try to make changes in PM's corporate structure, as happened at Sears?
   - No.

4. Have there been any instances in which the Board disagreed with a significant management decision?
   - Not to my knowledge.

5. Do you think that Boards of Directors should take a more active role in management?
   - There is nothing wrong with Boards being active.
   - Unless you serve on a Board, it is hard to say how active or inactive the Board is.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

6. Is the company CEO available to meet with shareholders upon request, and if so, on what basis?

- Yes, we would.
- Shareholders are owners, we value their ideas.
- We have a very active Investor Relations department which is always available for meetings.

7. Is there much contact between outside Directors and the company's top managers who do not sit on the Board?

- Monthly Board meetings offer regular opportunity for contact.
- Managers attend Board luncheons.
- Top managers make presentations to the Board, and attend major Board planning meetings and trips.
- There are informal question and answer sessions between the two groups.
- The company's top managers participate with the Directors in a 3-day strategy session to review the company's Five Year Plan.

8. How much communication is there between ordinary shareholders and top management?

- Company policy is to maintain open communication with all of its shareholders.
- There is a regular program of meetings between senior management, financial analysts and representatives of major institutions who are the beneficial holders of millions of shares of PM stock owned by "ordinary" shareholders.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

POISON PILL

9. When does the company's shareholder rights plan (poison pill) expire, and what is your position with respect to extending the plan?

- The Rights Plan was passed by the Board on October 25, 1989.
- The Rights will expire on October 25, 1999, unless redeemed earlier or exchanged by the company.
- It is discussed in the 1993 Annual Report on page 35, Note 7.
- The company's position regarding the plan may be found on page 21 of the Proxy Statement.
- The resolution refers to 2 studies regarding the effects of rights plans on the trading value of the adopting companies' stock. The performance graph on page 12 of the proxy statement clearly contradicts those studies.
- The March 1988 Georgeson study concluded that companies with rights plans received takeover premiums averaging 69% higher than those received by companies not protected by such plans.
- An important study completed at a leading university (Rochester) concludes **there is no evidence** that the **mere existence** of anti-takeover measures contributed significantly to the end of the takeover boom of the 1980's. Contrary to the position taken by proponents, the study suggests that shareholder rights plans are "reliably associated with larger premiums for shareholders who sell their shares in a successful takeover."
- We continue to discuss the plan with proponents and other shareholder groups.

2022987791

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

CONFIDENTAL VOTING

10. What is the company's policy on confidential voting?

- Policy is stated on page 1 of the Proxy Statement: proxies and ballots that identify the vote of individual shareholders will be kept confidential except:
- As necessary to meet legal requirements—in cases where stockholders write comments on their proxy cards, or in a contested proxy solicitation.
- During the proxy solicitation period, the company will receive aggregate vote tallies from its Independent Proxy Solicitor, but not the name of stockholders.
- The independent inspectors will notify the company if a stockholder has failed to vote so that he or she may be reminded and requested to vote.

GOLDEN PARACHUTE

11. Are you considering a ban on golden parachutes?

- No.
- Employment contracts are essential in order to attract and retain superior employees for top management positions.

COMMITTEES

12. What do you think of shareholder demands that special committees be formed to investigate issues of current concern?

- We have special committees for compensation, audit, public affairs and social responsibility, nomination and investment.
- Additional special committees would not serve any useful purpose.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

13. Has the Board formed an Ethics Committee or Social Responsibility Committee?

- The committee on Public Affairs and Social Responsibility has been in existence for over 20 years.

14. Do the Nominating and Compensation Committees comprise only outside Directors.

- Yes.

15. Why has the company not established a Shareholder Advisory Committee?

- Not necessary.

16. How does the company keep its outside Directors informed of company matters?

- Meet 11 times per year.
- Regular reporting of all company operations at monthly Board meetings.
- Annual 3-day planning session to review company's 5-year plans.
- Presentations on specific operations at each Board meeting.
- Answer questions as they arise.

17. How does the Board actually participate in formulating company strategy?

- By reviewing and analyzing company's 5-year plans.
- By reviewing and analyzing all new investments exceeding $5 million and all increases in existing investments over $25 million.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

18. Have any institutional investors sold large amounts of PM stock lately?

- During 1993, there have been both sales and purchases:
- Largest share sales (12/92-12/93):

	Chg in shares	Shares held
Equitable Cos., Inc.	- 7.3M	3.5M
Sarofim Fayez	- 3.0M	29.1M
Miller Anderson & Sherrerd	- 2.9M	1.7M
First Quadrand Corp/NJ	- 1.5M	— 0 —
Ohio State Teachers Ret.	- .7M	2.2M

- Largest share purchases in 1993:

	Chg in shares	Shares held
Fidelity Mgmt & Res. Corp.	+ 10.8M	16.2M
Mellon Bank Corp.	+ 6.6M	16.0M
Berstein Sanford C & Co.	+ 6.1M	9.4M
Smith Barney Shearson	+ 3.6M	4.6M
Atalanta/Sosnoff Capital	+ 1.4M	1.5M

- Largest holders on record as of 12/93:

Sarofim Fayez	29.1M
Wells Fargo Inst . Tr. NA	20.6M
Fidelity Mgmt. & Res. Corp.	16.2M
Mellon Bank Corp.	16.0M
College Retiree Equities	14.1M

- As of 12/31/93, 709 institutions hold 417,876,498 shares. (47.66% of shares outstanding)

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

19. Have any officers, Directors, or their associates disposed of large blocks of company stock recently?

- Marc Goldberg sold 4,000 shares in February 1994.
- Several corporate insiders became vested in restricted stock this year, stock awarded to them several years ago on a contingent basis.
- Several recipients used a portion of these restricted shares to pay the required federal withholding tax. Under SEC regulations this use is not considered a sale.

20. Why did they exercise their options?

- We do not know, and we do not make inquiries into the actions of individuals as long as they conform to SEC regulations.

COMPOSITION OF BOARD

21. Why don't you have more women and minorities on the Board of Directors?

- At this time we have two women Directors and one African-American on the Board.
- There have been times when there were more women and minorities on the Board.
- We are continuously evaluating potential candidates to fill open Board positions.

22. What is the percentage of outside to employee Directors?

- Out of a total of 20 Directors, 16 are outside Directors, 4 are employee Directors — Murray Bring, Bill Murray, Hans Storr, and myself.

2022987795

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

23. Some of the people might think that having 20 people on the Board makes it cumbersome. Is any consideration being given to decreasing this number?

- Over the years we have had larger Boards.
- Broad and diverse pool of expertise beneficial to large company.

24. Are there any Directors who might face possible conflicts of interest because they sit on the Boards of other companies with whom PM deals?

- Our lawyers have looked at any possible conflict of interest, and they do not feel there are any.

25. Do you think it is in the company's interest that former CEO's should be on the Board?

- Hamish Maxwell and John Richman have a wealth of experience in dealing with the many issues our company faces today.

26. Has the company considered adding an environmentalist to the Board?

- All our Directors are responsible to all shareholders in every category of the company's operations, including environmental matters.

27. Are you thinking of having an employee representative on the Board?

- No.

28. Why was a new member added to Board?

- In anticipation of the 2 retirements taking effect at this meeting.

2022987796

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

DIRECTORS' INDEPENDENCE

29. How independent are your Directors. Aren't most of them tied to the company in one business or another?

- Our Directors are very independent — both according to the SEC definition and in the way they approach issues.
- It is by no means unusual for big companies like ours to have its bankers or lawyers on the Board.

30. What criteria does the Nominating Committee use to establish the independence of Directors? Describe any interlocking relations among the Directors?

- We use the same criteria as when we look for Directors in general, like:
  - multinational business experience
  - diversity
  - governmental experience
  - academic experience, and
  - genuine interest in our business
- Compensation Committee interlock; described on page 7 in the proxy.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

STEPHEN WOLF

31. Mr. Wolf has a long and distinguished history with the airline industry, but what expertise does he bring to the PM Board of Directors?

- Mr. Wolf is a strong and effective leader of a global business.

32. United Airlines recently began testing smoke-free flights on some of its international flights. How does PM feel that a member of its Board approved such a test?

- United Airlines certainly has the right to run their business as they see fit.
- Test is scheduled to run from March 1 to September 30. They may or may not become permanent, depending on consumer acceptance.
- It's unfortunate that those international travelers who smoke will be inconvenienced.
- This move reinforces the fact that our Directors are independent. Mr. Wolf is a strong leader of a global business.

BOARD OF DIRECTORS MEETING

33. What was the average attendance of the Directors at the Board meetings?

- In excess of 90% in 1993.
- 16 of the 20 Directors attended 100% of the Board meetings and their Committee meetings.

34. Are the Directors paid their fee if they are absent?

- No.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

35. How much time do outside Directors spend on company matters?

- Each Director, with the exception of Stephen Wolf, is member of one or more committees, some are members of four committees, and each committee meets 3 to 5 times a year for at least an hour each.
- Directors attend 11 regular Board meetings a year, which last about 3 hours each.
- Directors attend a 3-day planning session annually.

36. Where were Board meetings held in 1993?

- In New York at PM Headquarters.
- In Richmond, annual meeting.
- In Berlin, September 1993.
- In Northfield, May 1993.
- Planning meeting held in Williamsburg.

37. Why did you hold a board meeting in Berlin last year?

- As a global company, it is important that Directors be exposed to our international operations.
- Gave Directors the opportunity to meet with international executives.
- Presented Directors with first-hand look at three international facilities - tobacco, coffee, confectionery.
- Unique opportunity (during a time of re-unification and major social, political, economic changes) to meet with local officials.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

ANNUAL MEETING ARRANGEMENTS

38. Has the company considered rotating the annual meeting among location with large shareholder concentrations?

- We have considered it, but Richmond is the traditional home of PM.
- No benefit, could cost more to rotate.

39. Can nominations to the Board of Directors be made from the floor at the Annual Meeting?

- No.
- The company's By-Laws provide that nominations must be made in writing before the annual meeting.
- Rules for nominations are described on page 22 in the Proxy Statement.

40. What is the cost of holding the annual shareholders' meeting?

- The cost in 1993 was approximately $2 million.
- This included $185,000 for printing of the Proxy Statements.
- $1,150,000 postage for mailing Proxy Statements and Annual Reports.
- Rental of the tent and related expenses was $250,000.

41. Will a post-meeting report and a complete transcript be sent to shareholders?

- A post-meeting report is included in our First Quarter Report mailed to shareholders in May.
- Shareholders may review a complete written transcript at the company's headquarters, 120 Park Avenue, New York, upon written request to the Corporate Secretary.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

42. Why can't we hold the shareholders' meeting in an auditorium large enough to accommodate everybody?

- We could, but we like holding our meeting on our own premises.
- It would be more costly to rent a larger place.

43. Why isn't there a "No Smoking" section in this auditorium?

- There is a no-smoking section in the Tour Theater adjacent to this auditorium.
- This auditorium has very good ventilation.

AUDIT MATTERS

44. What steps have been taken to strengthen internal controls to prevent kickbacks and other employee-vendor fraud?

- The company maintains a system of internal controls to ensure that:
  - — transactions are executed as authorized,
  - — transactions are properly recorded,
  - — assets are safeguarded,
  - — accountability for assets is maintained.
- A professional Corporate Audit staff monitors the effectiveness of the controls.
- Key employees and Directors must certify compliance with the Business Conduct Policy each year and are requested to submit exceptions to such policy to the General Auditor or the Secretary of the Audit Committee for review.
- 800 number to anonymously report any wrongdoing.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

45. Do the corporate auditors report directly to the Audit Committee?

- The General Auditor, who heads the company's Corporate Audit Department, reports directly to the Executive Vice President and Chief Financial Officer.
- The General Auditor has direct access to senior management and the Audit Committee at his discretion.

46. What does the company do about auditors also auditing its competitors?

- Coopers & Lybrand has strict internal policies relating to the confidentiality of client proprietary information.
- It maintains separate engagement teams so that the same personnel would not serve major competitors.

QUESTIONS FROM "THE HEROES" (COMMITTEE OF CONCERNED EMPLOYEES)

47. Why did the Proxy Statement fail to inform shareholders of the business affiliations of the Directors, a failure that constitutes fraud by omission?

- The Proxy Statement did not "fail to inform" shareholders of the business affiliations of our Directors. Their business titles and Directorships are set forth very clearly.
- The information in our Proxy Statement is required by disclosure rules of the SEC. We fully comply with those rules.
- The business relationships to which you refer are common and usual, permitted by the regulatory authorities and conducted — in all cases — at arms length.

2022987802

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

48. How can you justify the presence on the Board of many Directors whose qualifications and performance on the Boards is suspect at best?

- Qualifications of each nominee to serve are examined exhaustively by the Nominating Committee before it makes a recommendation to the Board.
- Many of our Directors also serve on the Boards of some of this country's most outstanding companies.

49. Why did the company deliberately misrepresent itself to the shareholders by concealing 1992 trade imbalances?

- We have never concealed trade imbalances, nor have we concealed the fact that we did assist our customers to maintain inventory levels to avoid out of stock situations.
- Any trade imbalances which may have existed resulted from reasonable sales assumptions which proved later to be incorrect. Both we and the trade made many of the same assumptions.
- Our returns have been minimal, which leads to the conclusion that although some of the sales assumptions were more aggressive than others, the vast majority were correct.
- A certain minimum level of inventory is necessary to avoid out of stocks.

50. If you were trade loading previously to avoid out of stocks and now you have stopped the load, how do you avoid out of stocks? Was the load really necessary?

(U)
- We have improved significantly our inventory tracking systems. These improvements, combined with incentive programs such as "Retail Masters," have substantially reduced the possibility of out of stocks.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

51. Why does the Board retain so many inside members who have a vested interest in maintaining the status quo? Are you willing to reduce inside Directors to two by 1995? How can the independence of the outside Directors be guaranteed when so many of them do extensive business with the company?

- Of the 18 Board members standing for reelection, 4 are insiders — Mr. Murray, Mr. Storr, Mr. Bring, and myself.
- Messrs. Maxwell and Richman are no longer involved in the day-to-day operations of the business.

52. Mr. Miles, are you ready to take responsibility for the company "tumbling into the abyss" in which it now finds itself? Are you prepared to face legal action against the Board and management brought by the shareholders and employees?

- We have made a course correction, and we intend to make good on our promise to perform.
- There are hundreds of large companies in the US which can only hope to match our outstanding financial performance.

BENEFITS TO DIRECTORS

53. Why give non-employee Directors shares of stock in addition to retainers and fees?

- This is a mechanism designed to increase the ownership position of our Directors, rather than provide only cash compensation to them.
- Also done to more closely align the Directors' interests with those of our shareholders.

54. Why give Directors retirement benefits?

- For competitive reasons; most large companies provide such benefits.
- This rewards Board members for longer terms of service. It acts as a retention vehicle.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

55. What other benefits do you provide outside Directors?

- Outside Directors receive the following "benefits": Reimbursement for business travel and life insurance.
- Outside Directors have access to the following on a contributory basis (pay 100% of premium): Medical insurance, dental coverage, pension, and voluntary deferral opportunity for Director fees.

56. In light of the recent court decisions holding directors personally liable for amounts over insured limits, does the company have adequate Directors' and Officers' liability insurance?

(N)
- Company maintains insurance coverage judged to be consistent with what is being purchased by other companies based on the availability of such insurance in the market.

MR. MILES' COMPENSATION

57. Why does Mr. Miles have an agreement specifically related to termination benefits?

- When the KGF severance agreements were eliminated, it was agreed that all KGF employees, in the event they were involuntarily terminated, would be eligible for a severance arrangement.

2022987805

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

PROXY ISSUES

58. Did the company engage in discussions this proxy season with any shareholder or shareholder group concerning the inclusion or exclusion of any shareholder proposal in the company's Proxy Statement? If so, give details.

- The company engaged in discussion with a number of the proponents at various times during the years. Two of these discussions resulted in the exclusion of two shareholders' proposals. (Miller TV ads; company split)
- The other two excluded proposals (malt liquor marketing; global warnings) were granted no action letters by the SEC.

59. What are the procedures for Director nominations. How were the nominees selected? Is shareholder input sought in the nomination process?

- Shareholders are always free to submit nominations.
- Stockholders wishing to suggest candidates to the Nominating Committee for consideration as Directors may submit names and biographical data to the Secretary of the Company. The Company's By-Laws prescribe the procedures a stockholder must follow. To nominate a candidate for Director at the 1995 Annual Meeting, notice of the nomination must be received by the secretary of the company at the New York office between October 8 and November 7, 1994. The notice must include the name, address, occupation and shares held by the nominee.

2022987806

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

60. Why did Dr. Harold Brown's biography in the proxy omit the fact that he was the Secretary of Defense during the Carter Administration?

(N)
- SEC regulations require that only five years of biographical information be included.
- By limiting biographical information to five years $60,000 in printing charges were saved.

61. On average, on how many Boards of Directors do the company's independent Directors serve? What is the highest number of Directorships held by a company Director?

- On average, the number is 2.
- Highest number of Directorships held by a company Director is 5, (H. Brown).

DIRECTOR SHARES

62. How much stock do the Directors own and, generally speaking, is it an important percentage of their respective portfolios?

- Number of shares owned by Directors can be found on page 8 of Proxy.
- We have no way of knowing whether this is an important percentage of their respective portfolios.

63. Why don't your Directors own more stock? I do.

(N)
- All of our Directors own PM stock and the level of their ownership is a matter of personal choice.
- However, what is most important is the fact that they share an ownership commitment with other shareholders.

2022987807

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

2022987808

ENVIRONMENT

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

ENVIRONMENT

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2022987809

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

ENVIRONMENT

CERES PRINCIPLES

1. Why hasn't PM Companies signed the CERES (Valdez) Principles?
   - Our statement on Environmental Principles, published in 1992, is substantially similar to the CERES Principles in both word and deed.
   - Most major corporations won't sign the CERES Principles.
   - Requires companies to be held to vaguely defined principles.
   - Involves burdensome reporting and auditing; increased cost.

SUSTAINABLE DEVELOPMENT - ICC

2. In 1991 the International Chamber of Commerce (ICC) established a business charter for sustainable development. The charter outlines 16 principles that ensures a balance between economic growth and environmental protection. To date, over 700 corporations around the world have formally supported ICC's charter for sustainable development. Why has PM not yet supported Sustainable Development?
   - Agree with the general theme of Sustainable Development.
   - Each company must design and abide by its own principles driven by the nature and scope of its operations.

EPA VOLUNTARY PROGRAMS

3. The Environmental Protection Agency has initiated a number of voluntary programs for improving the environment. Programs such as 33/50, which allows industry to reduce the amount of toxic chemicals it uses in manufacturing, and green lights, which encourages companies to switch to efficient lighting fixtures. Why hasn't PM joined these programs?
   - We support the goals of both programs.
   - Each company must design and abide by its own principles driven by the nature and scope of its operations.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

COUNCIL ON ECONOMIC PRIORITIES

4. The Council on Economic Priorities (CEP) has given PM its lowest possible environmental rating and urged customers not to purchase any PM products. What are we doing about this?

   - The CEP (Alice Tepper Marlin, Director) is a non-profit group in New York that monitors social policies of large corporations.
   - CEP sponsors an annual book, "Shopping For a Better World," which led to an inaccurate *Daily News* article accusing PM of doing business in South Africa.
   - We contend that CEP's published reports are based on insufficient research and inadequate facts.

CLEAN WATER ACT REAUTHORIZATION

5. Is there a need for Congress to pass legislation to reauthorize the Clean Water Act?

   - We have been a supporter of the Clean Water Act initiatives over the past 2 decades, and we continue to support this important program.
   - We have formed an intra-company task force to work on the reauthorization of the Clean Water Act to ensure that Congress passes legislation which will guarantee an adequate supply of clean water in the least bureaucratic, but most cost-efficient manner for water users.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

BEER

FORCED DEPOSITS

6. Are you for forced deposits on beer containers?

(U)
- Miller opposes mandatory forced deposits as they unfairly single out beverage containers while ignoring 80% of litter and 95% of the solid waste.
- Increases the price of beer and soft drinks.
- Consumers buying less or traveling to nearby non-deposit states to purchase beverages.
- Beverage containers only comprise about 6% of the municipal solid waste stream.
- Mandatory forced deposits remove valuable material from curbside recycling programs. In 1993, recovery rate for aluminum beverage containers was 63% and for glass containers 35%.
- At last count, there were nearly 6,000 curbside recycling programs in the US.
- According to Franklin Associates, of the 5 states with critical landfill shortages, 3 are bottle bill states (New York, Connecticut, and Massachusetts).

RECYCLING

7. What does Miller do with its paper waste?
   - Miller paperboard is either recycled or reused.

8. Is Miller's packaging recyclable?
   - All glass and aluminum containers and paperboard carriers can be recycled through curbside programs or voluntary drop-off centers.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

9. Does Miller use recycled material in its packaging?

- Miller's aluminum cans are made from nearly 100% recycled materials, 50% of which is post-consumer material.
- Miller's bottles are made from approximately 30% post-consumer recycled material.

SOURCE REDUCTION

10. What has Miller done by way of source reduction?

- Since 1961, the amount of aluminum used in our cans has been reduced by about 45%.
- Since 1986, reduced the weight of our glass bottles by more than 20%.
- Since 1989, reduced shipments to landfills by 72%.
- By 1995, expect to completely discontinue sending anything from our breweries to landfills.

NATURE CONSERVANCY PROGRAM

11. What is Miller doing with regard to the Nature Conservancy Program?

- Miller's contribution to the Nature Conservancy was a one-time donation.
- Our agreement with the organization expired in 1993.
- There are no plans for further support.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

FOOD

12. What is KGFI's position regarding cleaning up the environment? What steps have been taken to reduce package waste, industrial pollutants, etc.?

- In the last decade, glass usage has been reduced by more than 30,000 tons.
- Over the last 3 years, we have reduced the overall weight of packaging materials in our European businesses by some 20,000 tons, at a savings to the company of over $30 million.
  - Glass packaging reduction alone over the 3-year period amounted to 5,000 tons.
  - Paper accounted for a reduction of 2,200 tons over the time period.
- In our roast and ground coffees, the inner packaging for vacuum-packed coffee consists of newly-developed synthetic materials with a thin aluminum film. This film has enabled us to reduce aluminum content from 465 tons to 2 tons annually.

RESOURCE CONSERVATION REAUTHORIZATION ACT (RCRA)

13. What is KGF's position on RCRA, the federal solid waste legislation?

- KGF will continue efforts to assure that food safety concerns are taken into account in any federal solid waste legislation.
- Market driven recycling and source reduction are working and should be allowed to continue without mandated "rates and dates" set by legislation.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

"GREEN MARKETING" GUIDES

14. What is KGF's position on environmental marketing claims?

- KGF joined in asking the FTC to issue environmental marketing guidelines, which the FTC did 2 years ago. These "green marketing" guides are a significant step to assure the dissemination of uniform and truthful labeling and advertising information to consumers.
- Still some conflicting state and local laws and regulations. A uniform national standard is needed to provide one set of rules to facilitate national marketing.
- Where conflicting state legislation or regulations are proposed, KGF is working with the food industry to make the proposals consistent with the FTC guidelines.

SOLID WASTE

15. What's the solution to the solid waste problem?

- Solving the problem takes a combination of waste management options working together:
  - Source Reduction
  - Recycling
  - Composting
  - Waste to Energy Incineration
  - Landfilling

16. What is KGF's contribution to the solid waste stream?

- 1.0%, by weight, of *packaging* in the solid waste stream.
- Since packaging is about a third of total solid waste, our contribution is 0.3% of total solid waste.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

17. What is KGF doing about our contribution to the solid waste stream?

- Over the last 10 years, we have eliminated over a billion pounds of packaging from the solid waste stream.
- We use a half billion pounds of recycled material annually.
- We were the first food company to use recycled plastics in a food container when we introduced a 24 oz. pourable dressing container containing 25% recycled PET.
- We support packaging research.
- The brochure, "Working Together to Reduce Solid Waste," is available.

18. What has Oscar Mayer done to reduce the amount of solid waste associated with its packaging?

- Reduced the packaging of our Lunchables by 45%.
- Removed all the heavy metals used in inks associated with our packages.

SOLID WASTE/PACKAGING

19. Doesn't KGF/PM contribute a huge amount to the solid waste burden in the US? What is it doing to change this?

- Over the past few years we have reduced the amount of packaging used by our products.
- We have been pioneers in the use of recycled plastics, where it has been shown to be safe for food packaging.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

NON-RECYCLABLES

20. Why are so many products in non-recyclable plastic? Kool-Bursts? Capri-Sun? Shouldn't more things be in glass?

- The recyclability of the package is only one consideration. For many applications, glass is perfectly appropriate, but elsewhere it may prove to be too heavy or subject to breakage.
- Some plastics that are not commonly recycled today may be recycled in the future as the recycling infrastructure is developed.

21. Why doesn't KGF/PM use more recycled paper or plastic in its packages?

- For any products designed to be consumed by humans (such as food, beer and cigarettes), the packaging must meet strict purity standards.
- The opportunities for the use of recycled plastics for food packaging are very limited.
- Technology is not yet available that would ensure that recycled plastics of all types could be purified to the extent necessary to protect food safely.
- Recycled paperboard must meet adequate purity standards, and, must be strong enough to protect the product in all phases of transportation and distribution. (Wet, refrigerated and frozen environments can significantly weaken paper fibers, especially recycled paper fibers.)

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

22. What are you doing to reduce KoolAid Koolbursts package or make it recyclable?

- The KoolAid Koolburst package is designed to protect the product.
- The plastic bottle is designed to be able to be recycled as plastic recycling grows.
- The plastic wrap is not extra packaging, but helps keep the product flavor.
- The paperboard holder is made from recycled material.

PACKAGE WASTE REDUCTION

23. What is KGF Canada doing to reduce packaging waste?

(U)
- By the end of 1993, reduced the amount of packaging material used by just over 24% vs. 1988, surpassing National Packaging Protocol requirements set at 20%. (KGF Canada has converted its 500 and 750 ml. pourable salad dressing bottle from glass to PET.)
- A leading supporter of the "blue box" system, (home recycling at the municipal level supported by industry).
- Is taking a leadership role in the Grocery Products Manufacturers of Canada's proposed Canadian Industry Packaging Stewardship Initiative. Monies collected from the levies used to set up an infrastructure for collecting different materials, facilities for sorting collected packaging materials, and for research and development and commercialization of new environmental technologies.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

SUPERFUND

24. What is your position regarding the reauthorization of Superfund?

- PM supports the cleanup of toxic waste sites and believes that the general Superfund approach embodied in the Superfund program the proper one.
- A reauthorization of Superfund must deal appropriately with the liability issue so that companies are not exposed to liability out of proportion to their involvement in any particular site.
- Superfund must be revised to ensure that cleanups are protective of public health and cost effective.

HAZARDOUS WASTE

25. Does KGF have any involvement with EPA Superfund Cleanups of hazardous waste disposal sites?

- KGF and its subsidiaries are currently involved in 117 Superfund sites at the end of 1993, with expenditures of $6.17 million. Some of the sites are still in investigation. The majority of these sites involve waste generated at facilities or businesses which have been sold and for which KGF retains an indemnity obligation.
- KGF is also completing its systematic upgrading and replacement of underground fuel and gasoline tanks. As part of that process we are completing the remediation of any spills or leaks on our existing plant locations.

(Cont'd)

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

- Our expected financial contribution to cleanup is small in relation to other affected companies. We do have several sites where we are among the ten largest contributors based on the preliminary allocation of liability.
- We have established reserves which we believe are adequate for our expected financial contribution, or have insurance to cover expected costs.

HAZARDOUS SUBSTANCE ACCIDENT PREVENTION

26. Does KGF have plans to prevent an oil or hazardous substance related accident which could affect a community?

- Food manufacturing does not manufacture toxic materials.
- Food manufacturing does not use or store hazardous materials in any significant quantity except for ammonia which is used in facility refrigeration systems, and for materials used for cleaning and disinfecting of plant processing equipment.
- KGF facilities have developed emergency plans appropriate for the type of facility.
- KGF facilities are taking part in community disaster planning programs designed to prevent or mitigate disasters.
- KGF Environmental Improvement Project resulted in completion of focused training in 1993. Additional training included for 1994 and beyond.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

ENVIRONMENTAL LAWS VIOLATIONS

27. Does KGF have any pending cases alleging violations of one or more environmental laws?

- For 1993, there exists one minor administrative complaint of noncompliance at an Oscar Mayer facility in Madison, Wisconsin. The US EPA is seeking $66,000, which is below the SEC reporting requirement of $100,000.

ENVIRONMENTAL COMPLIANCE

28. What is KGF doing to improve its Environmental compliance status?

- KGF recognized in 1991 that it needed to improve its compliance programming due to the combination of unprecedented changes in personnel, product and facility changes, new and changed regulatory requirements as well as public expectation of environmental compliance.
- A task force of internal technical and legal personnel reviewed our compliance programs and made recommendations to senior management.
- Those recommendations were incorporated in 1994 business and individual performance.
- PM Companies also conducted a compliance assessment.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

RIGHT-TO-KNOW/EMERGENCY PLANNING

29. Will PM/KGF share with concerned citizens a list of all chemicals used in its facilities?

- PM/KGF complies with all applicable laws regarding the disclosure of hazardous substances used in its facilities.
- We have elaborate spill control plans and evacuation procedures in place in the event of a problem with those materials.
- Our first emphasis is to prevent the inappropriate release of any substance to the environment.
- Our efforts are focused on proper training of employees and maintenance of equipment to make certain that unauthorized releases do not occur.

INDOOR AIR POLLUTION

30. What does KGF/PM do about indoor air pollution at its facilities? Smoking?

- Each facility undertakes to make certain that adequate ventilation is provided so that the health or comfort of employees is not adversely affected.

CLEAN AIR

31. How is KGF/PM complying with the Clean Air Act?

- Our facilities and transport fleets have undertaken appropriate measures to comply with local air quality standards.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

EXECUTIVE COMPENSATION

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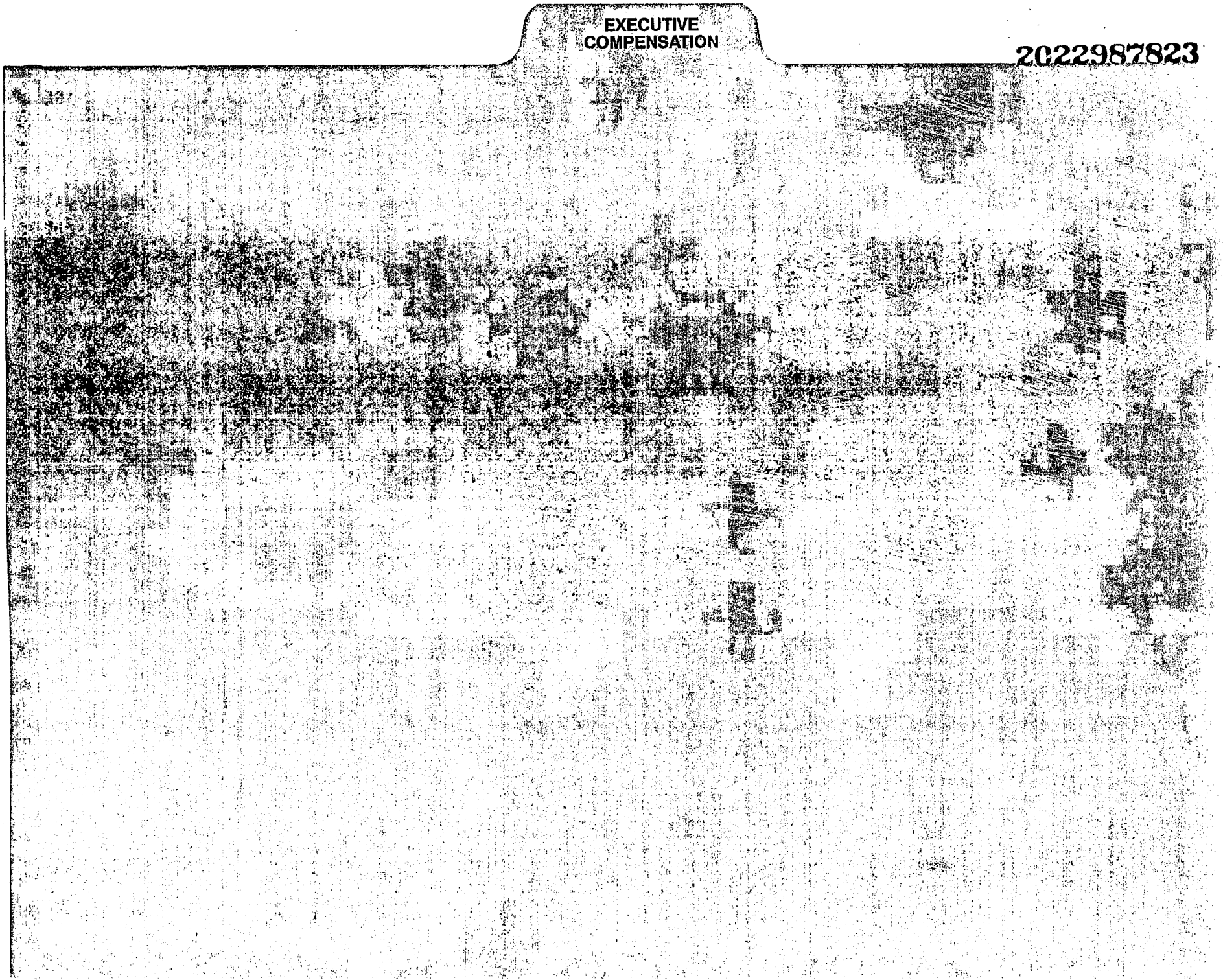

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EXECUTIVE COMPENSATION

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EXECUTIVE COMPENSATION

MR. MILES' 1993 BONUS

1. Mr. Miles, how can you justify receiving a bonus in 1993?

(N)
- The price of PM shares decreased 28% in 1993.
- My compensation declined 27% in 1993.
- These two numbers are in sync and hopefully, you will agree that this reflects the performance of the business.

DETERMINATION OF EXECUTIVE COMPENSATION

2. How does PM determine and justify the level of executive compensation?
   - The Compensation Committee of PM establishes the components of compensation that will be used to compensate our executives. Each component has a different objective.
   - Base salary compensates the executive for performing their day to day responsibilities.
   - The annual bonus compensates the executive for superior achievements over the prior fiscal year.
   - The long-term bonus compensates the executive for achievement of long-range (3-year) goals.
   - The stock option plan links the executive directly to the shareholder, in that as the stock price increases they benefit similarly.
   - Only the base salary is considered fixed, all other components are variable and subject to company performance, attainment of pre-set targets, and individual performance.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

COMMENTS ON EXECUTIVE COMPENSATION

3. How many of the top 5 executives will receive compensation greater than $1 million? Will the compensation paid to these executives be deductible under the newly enacted section 162(m) of the Omnibus Budget Reconciliation Act of 1993?

   - For 1993, 4 of the top 6 executives reported in the 1994 Proxy Statement earned greater than $1 million.
   - For 1994, it is anticipated that these same 4 executives will again earn more than $1 million. The Incentive Compensation for these 4 executives, will be considered performance based and therefore will be deductible for Federal Income Tax purposes.
   - The Compensation Committee established objective performance goals for Annual Incentive bonuses for 1994.

4. What was the average increase (decrease) in compensation for senior management this year? How does that compare with the average increase (decrease) in compensation for all other employees?

   - Bonus and base pay vary by business unit:

	1993	1992	% Change
Corporate	$644.5	$813.3	-21%
KGFNA	$318.2	$310.3	3%
Miller	$292.2	$275.4	6%
PM USA	$292.2	$322.9	-10%

   -

	1993	1992	% Change
Total Compensation*	$715.0	$775.0	- 8%

   **Includes the value of restricted stock, LTIP, stock options, bonus, and base.*

   - Average increase for all other employees was 5%.

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ANNUAL INCENTIVE PLAN

5. Why did the Compensation Committee establish objective performance goals for the 1994 Incentive Plan? What are the performance goals that were established by the Committee, and who is covered by the new Plan?

- The Compensation Committee established objective performance goals in order to comply with IRC Section 162(m). As such, compensation paid under the 1994 annual incentive plan will qualify as "performance based" under the new tax law and therefore be deductible for Federal Income tax purposes.
- Growth in EPS was selected as the most appropriate measure for the performance goal for the 1994 Incentive Plan.
- For 1994, the top 6 highest paid officers will be covered under the plan. The awards for the remaining annual incentive participants will be based on other unit specific goals that are not subject to an objective formula.

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6. The Compensation Committee Report states that the Company's policy generally is to qualify compensation paid to its executive officers for Federal income tax deductibility. However, the Committee retains the authority to pay compensation that may exceed the $1 million limit and be nondeductible. Can you expand on why the company would ever pay nondeductible compensation?

- The company strongly believes that the Federal tax law's limit on deductible compensation generally does not serve shareholders' best interests, does not necessarily improve executive performance or link shareholder and executive interests. The Compensation Committee's ability to exercise discretion based on its unique inside knowledge of the company's business operations and an individual's performance has value. To ignore or discourage discretion may ultimately reduce the value to shareholders. For example, the Compensation Committee's evaluation of strategic business decisions is not necessarily quantifiable and is subjective.
- However, the company recognizes a fiscal responsibility to maximize tax deductible compensation. A decision to forego a tax deduction would only be made after the Committee evaluates an executive pay decision to ensure that the benefit to shareholders exceeds the cost.
- Finally, all compensation payments made pursuant to a written binding contract that existed on February 17, 1993 are not subject to the $1 million limit. For compensation to qualify as performance-based, certain requirements need to be satisfied. One of these requirements is that the compensation be determined and paid according to a preestablished objective formula. The Compensation Committee's exercise of positive discretion is prohibited.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

LONG TERM INCENTIVE PLAN

7. A Long Term plan concluded and paid out in 1992. Is there a new program? What is the basis for the award determination? Does it relate to corporate performance?

- New long-term plan is in place that runs for three years, 1993-1995.
- Awards for operating company executives will be based on corporate and their operating company's performance results.
- Executives from the corporate group will have their awards based solely on corporate results.
- Awards will be determined at the end of the performance period by the Compensation Committee based on a subjective evaluation of the success in achieving financial objectives and strategic initiatives by PM and each operating company. Performance related to the peer group will also be considered.
- Financial objectives for each operating company include: IFO, cash flow, EPS, pre-tax income.
- Strategic objectives for each operating company include:
  - maximized productivity
  - comprehensive senior management succession planning
  - optimization of product price/values
- Specific financial objectives and strategic initiatives were selected because the successful achievement of these factors generally results in an increase in stock price.
- Awards for the 6 highest paid officers of the company will be deferred with their retirement from the company and therefore be deductible when paid.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

PHILIP MORRIS STOCK OPTION PLAN

8. Does the PM Stock Option Plan meet the performance based requirements established by the Omnibus Budget Reconciliation Act (OBRA) of 1993?

   - Yes.
   - The PM Stock Option Plan limits the number of shares which may be granted under the plan so it meets the requirements of OBRA 1993.

FASB'S EFFORTS TO CHANGE ACCOUNTING FOR EQUITY-BASED COMPENSATION

9. Now that FASB has announced that it will require a charge to earnings for stock options (assuming final approval by year end), will PM discontinue granting options?

   - No. We continue to believe that stock options are an effective means of:
     - motivating management
     - encouraging ownership of PM shares
     - aligning shareholder and management interests
   - Based on the financial impact of the charge, and the responses of other Fortune 500 companies, we may modify our program.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

EXECUTIVE COMPENSATION TO STOCK PERFORMANCE

10. The shareholders sustained a significant loss of value when the stock plummeted from the mid-80's to its current level. Have the executives' compensation been similarly affected?

(U)
- Yes.
- Approximately 2/3 of the compensation paid to the executive officer group is variable incentive compensation, comprised of stock-based and cash incentives, both long-term and short-term.
- In 1993, a decision was made to implement a strategic plan that would significantly improve the positioning of the company for long term success and profitability. For the past year, financial results have been below plan, and the executives' annual incentive awards have been reduced.
- Their stock options have also lost value. Last 3 options grants are all "underwater."

1993	$49.0625
1992	$73.625
1991	$63.6875
1990	$46.9375

- 1993 bonus payments to Corporate officers who report directly to me were 63% less than the 1992 awards, including mine.
- Bonus payments made to the PM USA senior staff were 50% less.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

IMPACT OF STOCK PRICE CHANGE ON OPTION AWARD SIZE

11 The current price of PM stock is significantly below the high value of 1993. Yet, the proxy shows that the executives received more shares of stock than last year, and the total amount distributed to stock-eligible employees is much higher as well. What is the reason for this?

- The size of stock option grants, expressed in dollars, is based on competitive practice and is targeted at the 55th percentile of our peer group.
- The dollar amount of the stock option grant represents an investment opportunity. Increases in stock price result in a fewer number of shares being granted and decreases in stock price result in more shares being granted.
- Holding other factors constant, to provide a consistent investment opportunity, a decrease in stock price would result in a grant of more shares.
- Although the company's competitive pay objective has not changed, the 55th percentile has increased somewhat from prior year. This increase resulted in more shares being granted to executives.
- On a year-to-year basis, the total investment value, determined by the Black-Scholes model decreased, even though the number of options granted increased.

As an example:

	1992 Options	1992 Grant Date Present Value	1993 Options	1993 Grant Date Present Value
Michael Miles	75,000	1,611,750	125,000	1,153,750
William Murray	54,870	1,179,156	92,350	852,391
Geoffrey Bible	36,400	782,236	91,720	846,576

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

USE OF CHANGE-IN-CONTROL AGREEMENTS

12. Why does PM continue to need change-in-control agreements for senior executives?

- Change-in-control severance and employment arrangements help recruit and retain key employees by assuring satisfaction of compensation and benefits expectations and requiring fair treatment in the event of a change-in-control.
- Help reduce the personal uncertainty and anxiety arising from a takeover situation.
- Help assure full and impartial consideration of takeover proposals by management.

COMPENSATION COMMITTEE RETAINING AN OUTSIDE CONSULTANT

13. Does the Compensation Committee retain a separate independent compensation consultant and if not, why?

- No. The Compensation Committee has not retained outside compensation consultants.
- The Committee has had access to and reviewed compensation survey data and comparisons conducted by independent consultants.
- Management recommendations and presentations to the Compensation Committee are previewed with independent consultants who in turn advise the company on the appropriateness and reasonableness of these actions or observations.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

EXECUTIVE STOCK OWNERSHIP REQUIREMENTS

14. What is PM's position on forcing top management employees to hold and own shares after exercising options?

- We have not chosen to require and force our senior executives to purchase and hold shares, or enforce a certain level of ownership.
- We strongly encourage ownership of company stock.
- Two-thirds of our senior executive compensation is structured as variable compensation. Approximately one-half of the variance compensation is stock based.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

PERQUISITES

15. What perquisites does the company provide for executives and their families, and what is the dollar value?

(N) ▪ Perquisites include:

Description	Amount
Automobile-related expenses (parking, chauffeur, etc.)	$ 87,378
Limousine usage	97,311
Financial services	62,836
Corporate plane/helicopter	143,335
Club memberships	12,902
	$403,762

- Financial services and personal usage for auto expenses, limo usage, and corporate aircraft, is added to individual's W-2 at year end.
- Club membership expense absorbed by company if 50% of usage is business-related.
- Apartments are not included in the above analysis due to the fact that usage is not restricted to corporate officers and directors. Total annual direct expense for 5 apartments is $230,000 for 1993.
- Note: expenses for Mike Miles, Murray Bring, Bill Murray, and Hans Storr are included in the above.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

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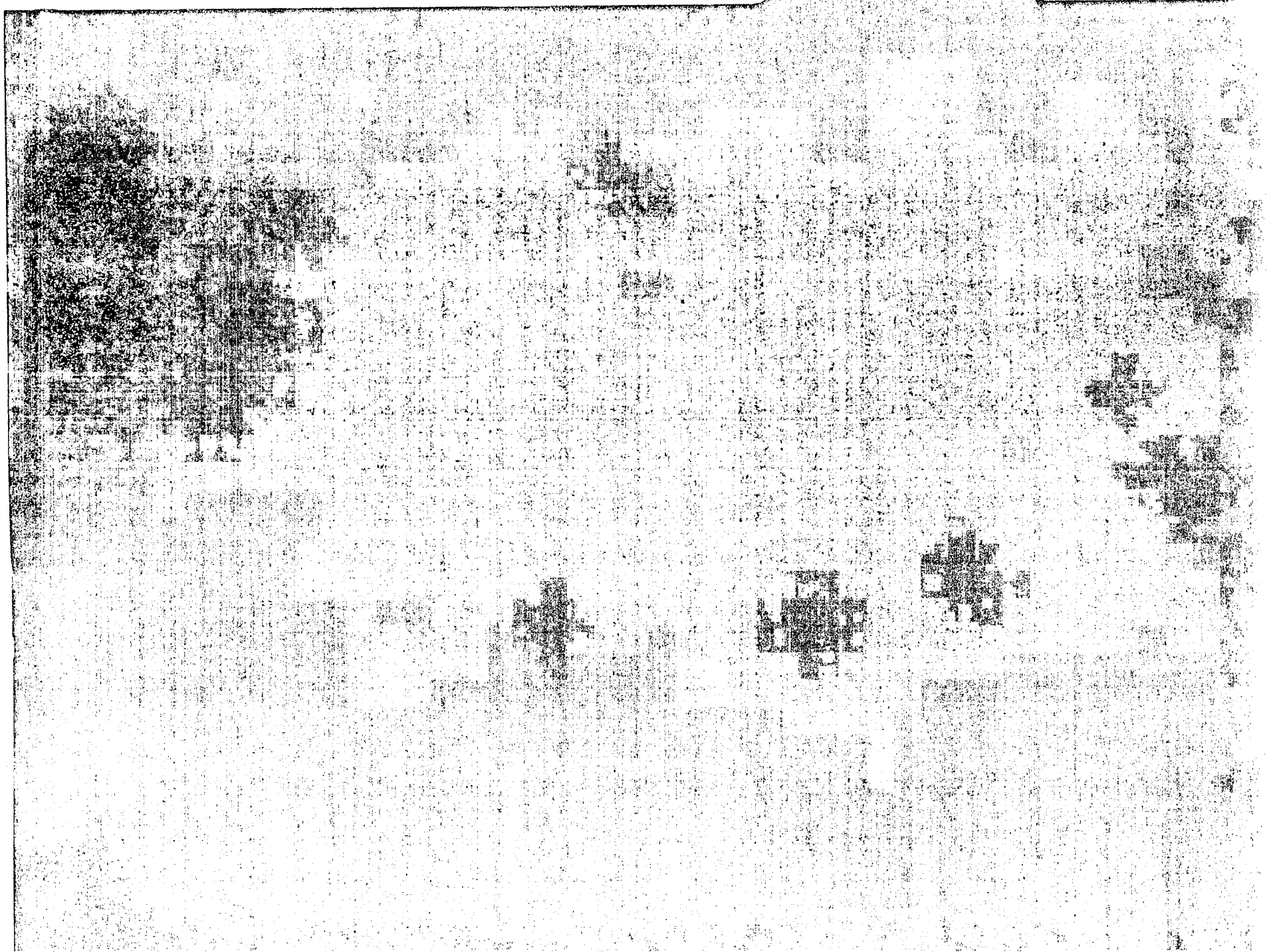

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HEALTH

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

HEALTH

FOOD

1. Doesn't KGFI's expansion into developing areas of the world encourage people to adopt the unhealthy eating habits of Americans?

   - We produce food products of the highest quality, safety, hygiene, and nutrition.

CHILDREN'S ADVERTISING

2. Don't you, as a company, have an obligation to educate children about proper nutrition?

   - Provided more than $6 million to organizations that conduct nutrition programs or provide nutrition information since 1987.
   - There has to be a concerted effort among parents, educators and the public and private sectors.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

BEER

DETOXAHOL

3. What's Miller's position on the use of the French drug Detoxahol? What impact do you think it might have on alcohol consumption?

   (Detoxahol, is said to contain enzymes similar to those found in the liver, which could dramatically cut the time it takes to sober up after drinking alcohol. Animal testing is in preliminary stages. Approval is uncertain and years away.

   - We advocate against excessive use and misuse of alcohol beverages. It would be inconsistent and inappropriate for us to advocate or support a product that could be viewed as an excuse to over consume.
   - Responsible consumption is the best way to avoid the problems that may be associated with alcohol abuse.
   - To assume that there is a "magic pill" to eliminate hangovers, or to help sober up quickly, defeats the individual responsibility and prevention message.
   - There have been many efforts to develop pharmaceutical products to diminish cravings for alcohol; reduce blood alcohol concentration after acute consumption; or to diminish the adverse consequences of alcohol misuse.
   - Miller favors programs that seek to prevent abuse of alcoholic beverages.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

TOBACCO

4. Is smoking a health risk?

   - Smoking is a risk factor for certain human diseases.
   - Consumers are aware of these potential risks.
   - Warning labels have been on cigarette packs for more than 25 years.

ENVIRONMENTAL TOBACCO SMOKE

5. What is PM's response to the claim by the EPA that exposure to ETS increases the risk of respiratory problems in children?

   - A growing number of complaints of childhood respiratory problems are associated with poor indoor air quality in schools and day-care centers where ETS is not a factor.
   - Studies alleging an increasing risk of respiratory illness for children exposed to ETS have been criticized for failing to take into account numerous confounding factors.
   - An analysis of 41 such studies cited 21 separate confounding factors that were not accounted for in a majority of the studies. Potential confounding factors include, among others, day care use, animal exposures, stress, dampness/cold, season, occupational exposures and the nutritional status of subjects.

     (Source: Drs. Philip Witorsch and Raphael J. Witorsch, Dept. of Medicine and Physiology, the George Washington University Medical Center and the Department of Physiology, Medical College of Virginia, respectively)

     (Cont'd)

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

- The analysis concluded: "Before epidemiological associations between parental smoking and respiratory health in preschool children can be concluded to reflect any effect of ETS on the respiratory system of these children, it will be necessary to more thoroughly and more consistently consider the role of a number of potential confounding variables, both individually and in combination." (Analysis was supported, in part, by The Tobacco Institute.)
- There are 12 published studies on ETS and childhood respiratory disorders reporting no significant associations and/or no reported effects from parental smoking that were neither cited nor discussed in the 1992 Draft EPA Risk Assessment on ETS.
- Six additional studies reporting no statistically significant association were cited but not discussed in the 1992 Draft Risk Assessment.

6. The EPA report stated that ETS has been found to cause cancer in non-smokers and respiratory illness in children. Under the circumstances, how can PM USA oppose smoking bans?

- The EPA report is seriously flawed, and its conclusions are not justified by the facts.
- We joined other members of the tobacco industry in filing suit against the EPA to overturn the findings of the report.
- Indoor air quality needs improvement. If ventilation system is inadequate or poorly maintained, banning smoking will not prevent poor indoor air quality.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

SURGEON GENERAL'S REPORT

7. How does PM respond to the Surgeon General's report on smoking and youth?

- We agree with the Surgeon General that minors shouldn't smoke. We support strict enforcement of state minimum age laws for the purchase of cigarettes.
- We agree with the acknowledgment of the key role played by parental and peer influence in the initiation of underage smoking.
- We disagree that advertising plays a significant role in inducing minors to smoke. Numerous research studies indicate that cigarette advertising does not induce anyone to begin smoking.
- We advertise to promote brand loyalty and to encourage adults who smoke competing brands to switch to ours.
- We market our tobacco products to adult smokers only.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

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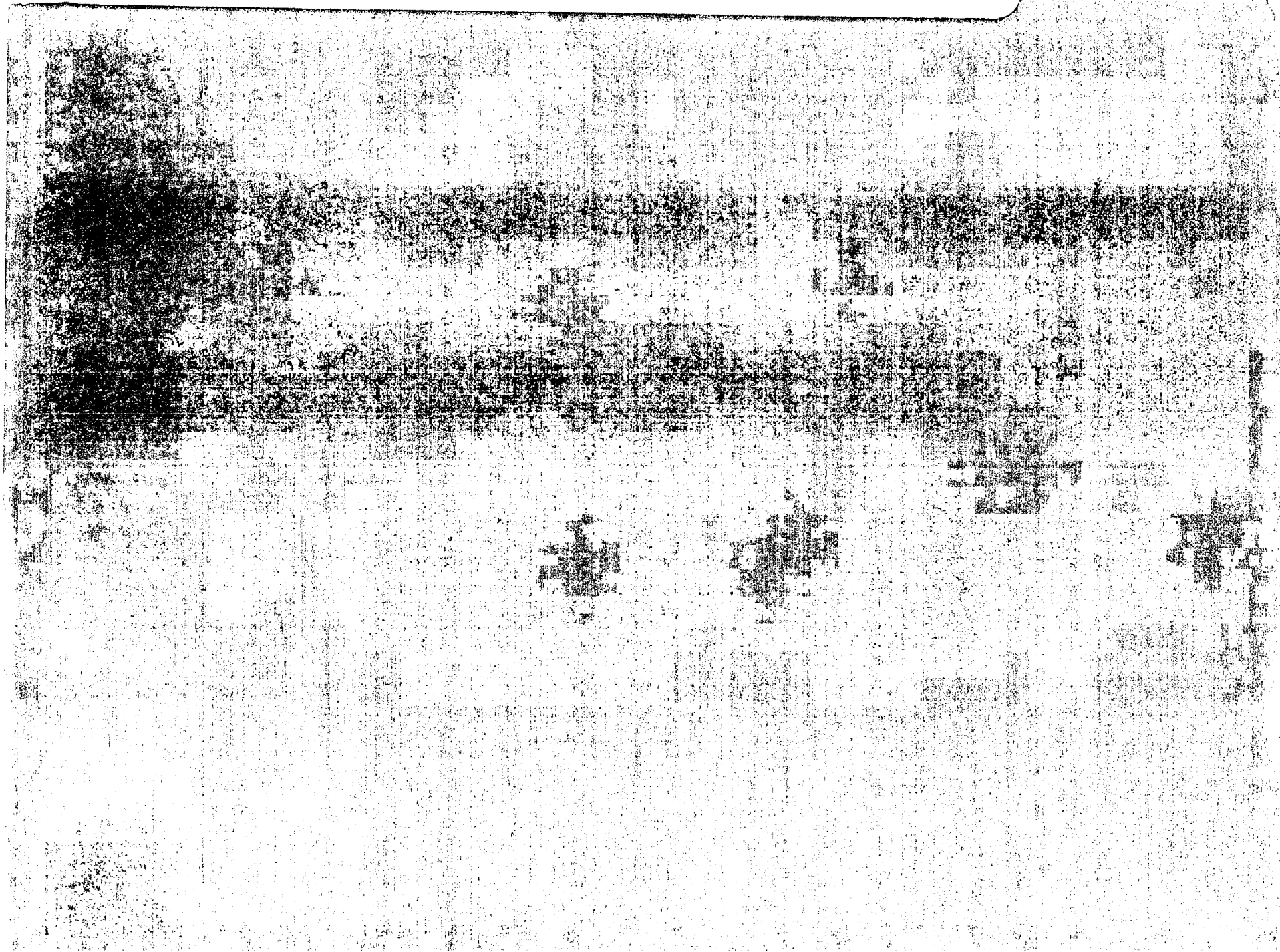

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HUMAN RESOURCES

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2022987844

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

HUMAN RESOURCES

AFFIRMATIVE ACTION AND DIVERSITY

1. What has been done about the harassment situation at Fulton Brewery / Miller Brewing Company?
   - Allegations of harassment at Fulton are the subject of litigation; so we cannot comment.
   - PM has a corporation-wide policy prohibiting any form of harassment.

2. There have been terminations of certain managers at PM who are black, such as Allene Roberts. What is being done to ensure a fair and impartial hearing for these individuals?
   - Each PM employee has their internal chain of command in each unit to voice concerns about fairness.
   - Human Resource staff person, up to and including the senior vice president of Human Resources, as another channel to receive a fair and impartial hearing.
   - We cannot comment on any particular termination case.

3. There is a contracting work force at PM to meet future business objectives. What is being done to ensure the affirmative action progress obtained thus far is not wiped out with one layoff?
   - Each business unit head is responsible to monitor and track employment demographics at the time of any reduction in force.
   - Affirmative Action and Diversity Committee of the Board formally meets twice a year to review trends and ensure diversity progress.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

4. What has been PM's affirmative action and diversity performance?

- 1 of every 4 PM employees is a person of color.
- Nearly 1 of every 3 PM employees is a woman.
- Professional/managerial employees - 16% are people of color and 29% are women.
- Vice presidents (i.e., salary grade 18+) - 8% are people of color and 12% are women.
- Board of Director representation - 10% are people of color and 10% are women.
- Minority Vendor Program - in 1993 we spent $317 million with minority vendors, suppliers, or contractors. Since the program's inception in 1991, more than $2.9 billion have been spent with minority-owned businesses.
- 1 of every 5 of our philanthropic contributions dollars supports diversity-related projects and programs.

SEXUAL ORIENTATION

5. What is PM's policy with regard to the sexual orientation of its employees?

- We do not discriminate on the basis of sexual orientation.

WORKPLACE MONITORING

6. What is PM's policy with regard to monitoring employees in the workplace?

- If employees are alerted that telephone messages, computer files, etc., may be monitored by their employer, there should be no reason to restrict such behavior.

2022987846

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

DRUG TESTING

7. Does the company have a policy regarding testing for illegal drug usage?

(N)
- Yes, pre-employment drug screening is conducted in accordance with applicable state and federal regulations.
- Periodic random drug testing of employees in specific, pre-designated, safety-sensitive positions where impaired judgment or motor skills could cause injury to people or property.
- Company reserves the right to test where there is reasonable suspicion.

8. How does the company insure the accuracy of tests for illegal drugs?

(N)
- All drug screen testing is conducted in accordance with state and federal regulations using an approved neutral medical testing laboratory.
- Insures chain of custody of the specimen. Individual completes a consent form indicating any medications or other drugs that may be present in the urine.
- Retesting of positive samples.

9. What actions are taken when the test proves positive?

(N)
- Offers of employment are contingent upon successful drug screening.
- Active employees are subject to disciplinary action up to and including termination.
- Company's Employee Assistance Program offers help and treatment on a confidential basis to employees who think they have a drug or alcohol dependency problem.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

MANAGEMENT DEVELOPMENT

10. Please explain the management development initiatives in place in PM to provide international and cross industry experience to employees to develop successors to top management.

    - Succession planning process.
    - Management development and training initiatives used to match talent with opportunities to assist employees in skill development.

11. How does the company plan to attract and retain top talent in light of the negative publicity surrounding tobacco?

    - No problems attracting and retaining top talent.
    - Environment that fosters the team approach and employees are encouraged to step forward and take risks, think creatively, voice their opinions, and strive to make a difference. This gives workers a sense of empowerment.
    - Management development initiatives to enhance an employee's career growth and increase their knowledge and skill base.
    - Compensation and benefit programs are competitive.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

BUSINESS EFFICIENCY

12. What changes are being made in the businesses to increase the speed and effectiveness of the organization?

- Substantial reduction in worldwide work force.
  - — 32 plants closed since 1989
  - — 8,000 employee positions eliminated (or consolidated with others).
- Increased productivity through streamlined organizational layers, improved synergies between businesses, reduced overhead, and other factors.
- Sales per employee increased 25.4% and profit per employee increased 26% since 1989.
- Organizational synergies and management efficiencies:
  - — Kraft and Jacob Suchard in Europe
  - — Food and tobacco in Latin America
  - — Oscar Mayer and Kraft USA
  - — Frozen and Lender's into GF USA.
- Personnel reduction involving approximately 14,000 positions (8% of worldwide workforce) - announced in November 1993.
- Total Quality Management is in place across the corporation.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

SUCCESSION PLANNING

13. What is PM doing to ensure that it will have a future generation of business leaders who have the experience and perspectives to compete in a global economy?

- Succession planning process.
- Moving people between businesses. For example, 192 of our successors work in totally different businesses from a year ago (1992-1993), up 200% from 2 years ago (i.e., John Bowlin to Miller Brewing).
- Performance Management System.
- Tightening appraisal process.
- Developing a "Core Curriculum" of training focused on critical skills, business issues, and building a shared culture and values.
- Through a mobility survey, we identify employees willing to move.

14. Many corporations are bringing in outsiders to inject new ideas into their corporations. Does PM have plans to do the same — particularly in the domestic cigarette area? If so, why?

- Our corporate strategy is first to develop and promote our own employees, and second to selectively bring in new talent from the outside.
- Approximately 85% of positions are filled from within.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

WORK AND FAMILY BALANCE

15. What is PM doing to support work and family balance issues?
    - Most of our operating companies provide assistance including child care referral, on-site services, elder care referral, and flexible working hours.
    - Through our funding of the American Business Collaboration, we have expanded availability of children services in the communities where our employees reside.

RETIREMENT BENEFITS

16. Will the pension plan for existing retirees change?
    - By law, pension benefits for existing retirees cannot be changed.

17. Will the medical benefits for retirees change?
    - There are no current plans to change benefits for existing retirees.
    - The company reserves the right to change or terminate the plan, in whole or in part at any time.

18. What is the financial condition of our US pension plans?
    - The PM pension plans are well funded. In total, assets exceed projected benefit obligations by almost $1.5 billion.

19. What is the financial condition of our non-US plans?
    - For funded plans, assets exceed projected benefit obligations by $113 million. For plans that are not funded, but financial liabilities are accrued, there is a deficit of $639 million.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

20. What has been the investment performance?

- In 1993, the PM Pension Fund earned 15.8%. This compares favorably with the pension fund performance of other major corporations. Over the last five years, the fund has earned 12.3%.

WORKFORCE REDUCTION

21. In your effort to streamline operations and reduce expenses, were any open window or workforce reduction programs implemented in 1993? Were the cost-savings goals achieved and are additional programs planned for 1994? Could executive salaries have been reduced, so as to save some employees' jobs?

- To reduce expenses and promote efficiencies in both operations and management, reductions or early retirement programs were implemented.

Workforce Reduction/ Open Window	# of Employees	Long-Term Savings (millions)
Corporate	44	$3.2
PM USA	1,194	76.3
PMI	42	4.1
Miller	353	14.6
Total	1,633	$98.2

- There will be additional workforce reductions to the extent necessary to streamline operations.
- Salary ranges will be frozen for this year.
- The Merit Increase Guidelines calibrated to the rate of inflation.
- Annual cost savings from workforce reductions much greater than reducing executives' salaries.

2022987852

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

HEALTH CARE REFORM

22. The new Clinton Health Plan has been released, and will now be discussed and debated in Congress, pending modification. How will this plan affect PM, benefits coverage for employees, and the associated expenses?

- Aggressively addressing the issue of health care cost containment.
- Clinton's standard benefit package would require three plans: fee for service plan, point of service plan, and an HMO.
- PM managed care plans provide similar health-care coverage to that required by the proposed federal plan, as well as access to existing networks.

FAMILY AND MEDICAL LEAVE

23. "The Family and Medical Leave Act of 1993" gives employees up to 12 weeks of unpaid leave for the birth or adoption of a child, and the serious illness of the employee, family member, or parent. Health benefits are continued during the period of absence on the same terms as for other active employees. What is the company's position on this new legislation?

- PM policy gave employees up to 5 months of unpaid parental leave and up to 6 months of unpaid medical leave at the discretion of management. The policy will continue to provide the same benefits except that the first 12 weeks will not be subject to management discretion.
- The legislation will not result in excessive costs, since the leave time is unpaid. The company will incur costs for the continuation of benefits during the leave.
- These policies increase our chances of retaining the type of personnel that PM seeks to hire because it provides a way for them to attend to family needs without severing their ties to the company.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

24. Has this statute disrupted PM operations?

- No.

TOBACCO

PM USA restructuring information found in "Restructuring" section.

25. How can you justify layoffs and plant closings while you're adding cigarette production volume through plant acquisitions overseas?

- Domestic downsizing and overseas acquisitions are 2 separate issues.
- Overseas acquisitions, provide factories, local brands that appeal to local tastes, and immediate access to key local distribution systems.

26 What is the status of the Cabarrus expansion?

- In 1994 and 1995 we will add new machines and substantially increase our production capacity.
- Additional production will come on line as called for to meet demand.

27. Isn't it inconsistent to be making workforce reductions in Richmond while expanding Cabarrus? Why not just put a hold on Cabarrus and pick up any needed production in Richmond?

- We are consolidating manufacturing facilities over the next 2 years.
- In the competitive and rapidly changing business we are in, we simply have to focus on lowering our cost per unit. On a per unit basis, we can make cigarettes most efficiently at lowest cost at out most modern facility - Cabarrus.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

CORPORATE HEADQUARTERS

28. Given the legislative climate in New York, does PM have plans to move corporate and/or PM USA headquarters elsewhere?

- Many legislators in the state and city appreciate our presence, both as an economic contributor and a supporter of cultural and community programs.
- We did conduct a feasibility study of moving PM USA headquarters to Richmond. We determined that the potential benefits of such a move would be more than offset by the loss of many experienced employees, and we decided not to pursue this matter further.

FOOD

Kraft restructuring information found in "Restructuring" section.

BEER

Fulton closing information found in "Restructuring" section.

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LABELING

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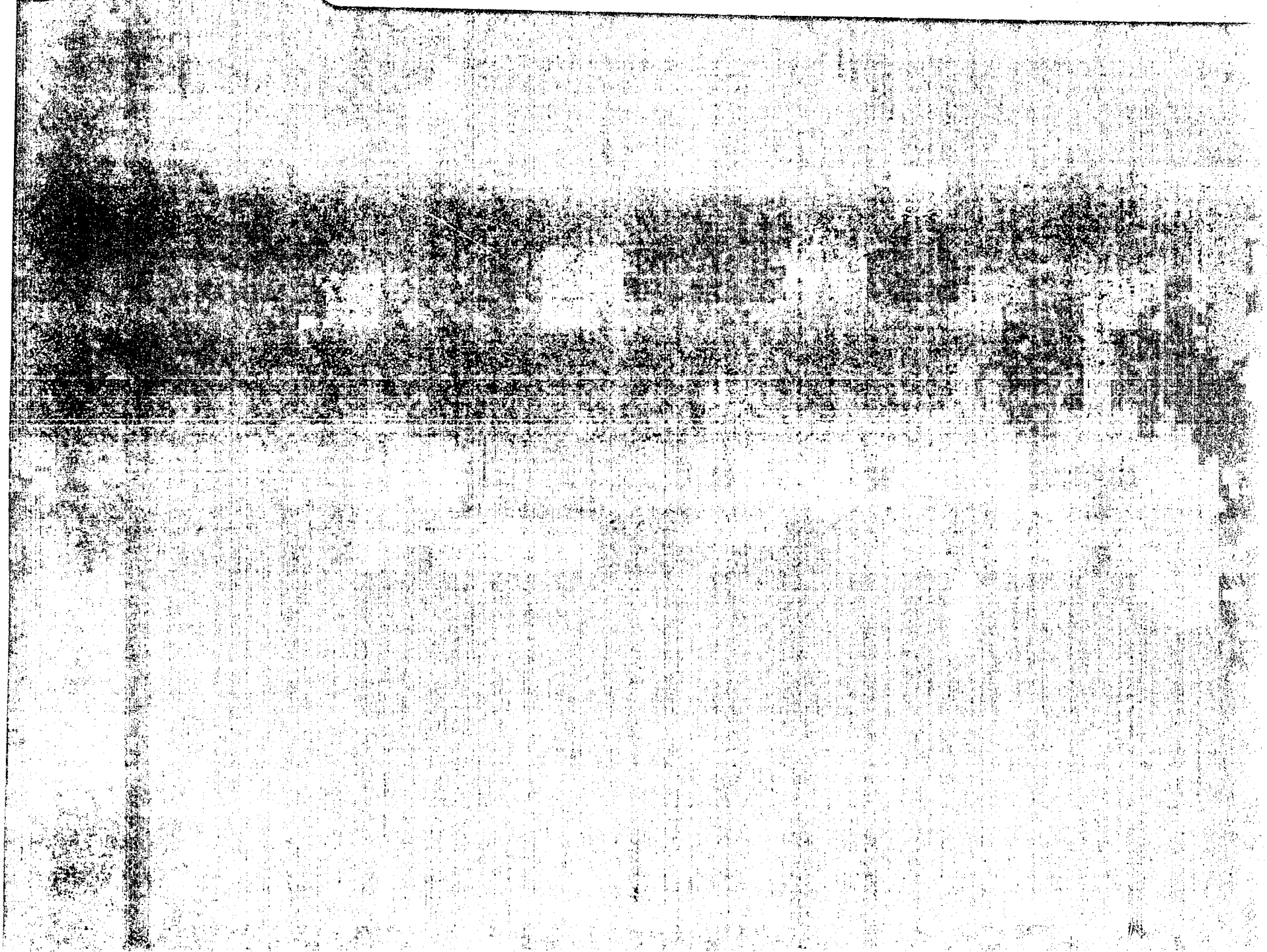

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

LABELING

FOOD

SHORT WEIGHTING

1. *Prime Time Live* charged Kraft with short weighting. Is this true?

(N)
- No. Every KGF packaging line is set and monitored to fill our packages at a quantity that on average is greater than the labeled weight.
- In full compliance with all state and federal laws.
- We can say with absolute certainty that on average our consumers receive more, not less than the state weight.
- In 1993, Kraft overpacked its products by a total of 24.9 million pounds.

2. If Kraft is in compliance, then what was the basis of the Prime Time Live story?

(N)
- Story did not recognize what has been the law for more than 75 years.
- Both the Congress and the Supreme Court agree that some packages may be slightly below the labeled weight as long as the average of all products produced is at or above the stated weight.
- Story suggested that occasional packages slightly below the labeled weight are a violation. They are not.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

3. You say you are in full compliance, yet you have paid numerous fees. Doesn't that say you are guilty?

(N)
- Even though we have checked our records and verified we were in compliance, we chose to pay the fines for reasons of cost -- fines are just a few hundred dollars while contesting them in court would cost thousands of dollars.
- Frustrating to pay the fines, but financially it did not seem sensible to spend thousands of dollars in legal fees.

4. Are you saying that the inspectors interviewed on *Prime Time Live* are wrong?

(N)
- Out of the thousands of jurisdictions across the country, unfortunately there are 3 or 4 inspectors who are operating contrary to the system.
- These few officials have systematically misinterpreted the laws that govern fair packaging. They have created their own set of rules.

NUTRITION LABELING & EDUCATION ACT

5. What will be the impact of NLEA regulations on AAGC's healthy products?
- Preliminary indications are that NLEA will have very limited impact on AAGC's frozen businesses.
- Most products already meet all federal labeling requirements for "Light" products and minor reformulations are expected in only a few items.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

6. When will Oscar Mayer nutritionally label its products?

- All products will carry the nutritional information by July 1994.
- Oscar Mayer supported the Department of Agriculture's initiative for the detailed nutritional labeling of meat and poultry products.

7. What will the impact of NLEA be on KGF Canada?

- On finished food products being shipped to the US, a label that complies with NLEA format will be required.
- US products must meet Canadian regulations under the Free Trade Agreement.
- Basic requirement is to meet the regulations of the country of destination.

8. Why doesn't (product) have the new label on it now?

- FDA products produced on or after May 8, 1994 must comply with NLEA.
- USDA products must comply by July 1994.
- Products will feature new labels as supplies of existing labels are depleted.
- After May 8, there will continue to be products in the market that were packed prior to the compliance date.

9. When did KGF products with the new label begin to appear in stores?

- Third quarter of 1993.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

10. Now that (product) is "mislabeled" according to the new regulations, doesn't that mean you are deceiving consumers?

- No. New regulations are not based on any finding of deception – they are based on new standards and definitions.
- Products comply fully with current regulations and will comply with the new regulations as well.

11. What can consumers expect now that the new labeling requirements are out?

- Almost every food product will have a nutrition panel.
- Product labels will include additional nutrition information to help consumers determine the nutritional content of foods for comparative purposes and planning diets that incorporate a variety of foods.

12. What will KGF's role be in educating consumers about the new label?

- Product 800 numbers.
- "A Matter of Balance," a nutrition education program:
  - consumer brochures
  - funding for an 800 number at the American Dietetic Association; and
  - grant to ADA to provide extensive outreach to media, the most frequent source consumers use for nutrition information.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

13. Do you anticipate that there will be pressure to strengthen the EC Directive on labeling for more disclosure based on new labeling requirements in the US?

- Labeling is a balancing act between the consumer's right to information and the practical aspect of providing that information.
- We support any reasonable and practical proposals which reflect this balance.
- There are a number of pending labeling initiatives in the EC, made more complex by efforts to harmonize 12 different sets of labeling and language requirements.

STATE DAIRY PRODUCT LABELING REGULATIONS

14. How does KGF/PM respond to local dairy labeling laws?

- We comply with all applicable laws.
- Consumers would be better served by uniform federal labeling laws.
- Compliance with local laws tends to increase costs and confuse consumers.

2022987862

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

PRODUCT "DOWNSIZING"

15. Isn't it misleading to consumers when you reduce the amount of product in your packages, and don't call attention to that fact through special labels?

- No. All labels disclose the net weight of ingredients as required by law.
- Generally note that the package is a "new size" on the label.
- "Unit price" information available at the point of purchase.
- In some cases, the weight of the product is reduced, while the "yield" remains the same:
  - coffee, due to new roasting technologies; and
  - beverage mixes, due to new sweetener.
- In some cases, a decrease in weight not only does not affect yield, but represents a quality benefit for the consumer:
  - Beverage mixes (Kool-Aid, Country Time, Tang) recently changed sweeteners from sucrose to a sucrose/fructose blend, resulting in lower sugar content.

TOBACCO

PMI

16. Are health warnings in place on all PMI packs now?

- Yes. They are in place on all packs where allowed by the government.

  [Note: Exception is Morocco, whose government has not yet adopted a warning of its own and objects to our using the US warning. We hope to resolve this.]

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

LEGISLATION

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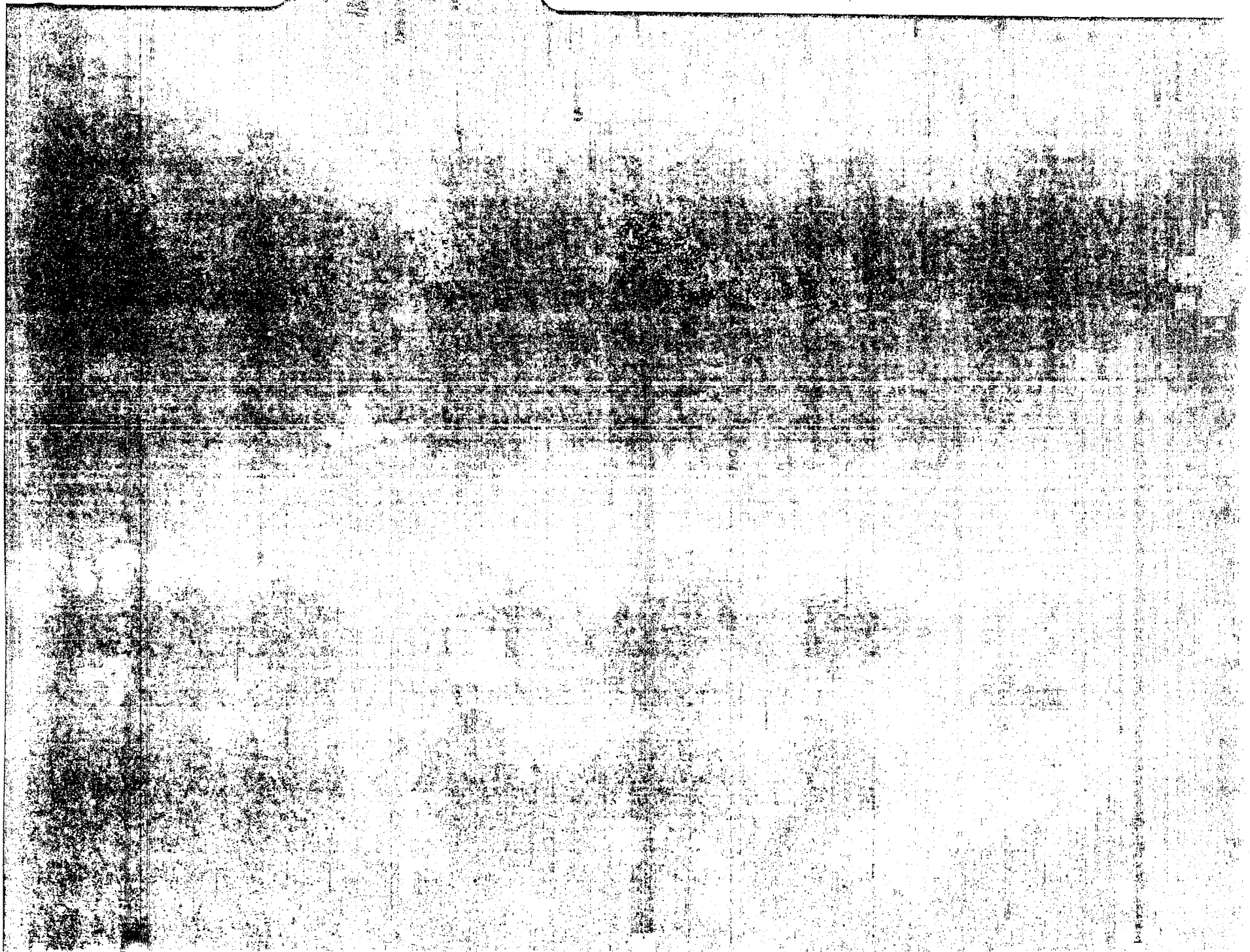

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

LEGISLATION

TORT REFORM

1. Will Congress pass product liability reform legislation?
   - Congress has considered uniform product liability legislation without passing a bill for over 10 years. While it's expected they will consider such legislation again in 1994, the proposal is not expected to pass.
   - Prospects for reasonable, balanced tort reform legislation are much better at the state level.

2. What is PM's position on tort reform, and how are we trying to impact legislative decisions?
   - Unpredictability of the US legal system increases consumer costs, stifles competition, and inhibits innovation.
   - We are participating in national and state tort reform coalitions, such as the American Tort Reform Coalition.

3. Why does PM oppose legislation to limit the ability of trial courts to issue protective orders in litigation that keeps information about product defects or other public hazards away from the public?
   - Existing court rules generally grant trial judges discretion to keep information confidential. This allows protection of trade secrets, personal medical records, or other information produced during the discovery process and not introduced at trial which could be taken out of context.
   - Plaintiff's bar hasn't shown that trial judges are abusing this discretion.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

FTC/Commercial Advertising

4. Does PM support efforts to pass legislation that would reauthorize the Federal Trade Commission (FTC) and permit it to use its "unfairness" authority against commercial advertising?

   - We support efforts in Congress to reauthorize the FTC, which regulates national advertising.
   - However, the FTC's current statutory unfairness authority is vague, highly subjective, and subject to abuse.

Deregulation/Risk Assessment

5. Is PM a strong supporter of across-the-board deregulatory initiatives?

   - Impossible to make a blanket company statement concerning regulatory matters, as each issue and its impact on the corporation is handled on a case-by-case basis.
   - We support a requirement that federal agencies defer making regulations based on risk assessments until action is taken to ensure that they are based on sound science.

Packaging Legislation

6. What is the PM position on package recycling legislation?

   - PM supports recycling as one solid waste management technique to help solve the solid waste problem.
   - Limits to the amount that packaging can be reduced and still maintain the proper strength to protect the product.
   - We do not support legislation that requires packaging changes without regard to food safety concerns.

2022987868

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

7. Do we anticipate more "rates and dates" proposals for mandated recycling in 1994?

- Yes, environmentalists continue to press for the adoption of packaging legislation.
- In 1994, we expect that 15 to 20 states will consider legislation which we would seek to restrict or ban the use of food packaging.
- The most prevalent packaging legislation ("rates and dates" proposals) would require packaging to meet one of four options by certain date:
    - recycled content
    - reuse/refill
    - recycling rate
    - source reduction
- Packaging which does not comply with one of these requirements would be banned in that state.

2022987869

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

8. What other kinds of solid waste legislation can we expect in 1994?

- Expansion of bottle deposit legislation.
- In states with no bottle deposit legislation, bills have been introduced to levy deposits on beverage containers.
- In states with existing bottle deposit legislation, efforts are underway to expand the application to **all** beverages except milk.
- States see bottle deposits as a way to raise funds by claiming all or a portion of the escheat.
- Challenges on expanded bottle deposit legislation will occur in Massachusetts, Iowa, Michigan and Minnesota.
- Advance disposal fee (ADF) legislation is expected to be proposed in over 10 states in 1994. (Patterned after Florida's ADF law, bills tie the application of an ADF, usually one or two cents per product, to a recycling or recycled content requirement. Materials which meet the requirements are not subject to the ADF.)
- Another trend involves proposed legislation to require labeling of recycled content in all packages.
  - — Massachusetts and New York are seriously considering this proposal which would require KGF to label every package according to how much (even if it were 0%) recycled material is included in that package.
  - — Environment activists claim that this is the only way to force product manufacturers to invest in recycling markets, a view which we believe is wholly misguided.

2022987870

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

BEER

BOTTLE DEPOSIT LEGISLATION

9. Why does PM oppose bottle deposit legislation?

- Bottle deposits are an economically inefficient means of dealing with solid waste, placing an unfair burden on certain packaging types while doing little to reduce overall solid waste.
- Solid waste should be managed using a cost-effective and non-discriminatory system integrating source reduction, recycling, energy recovery, and land disposal as necessary.

ADVERTISING WARNING LEGISLATION

10. Could you detail your opposition to legislation which would mandate health warnings on alcohol advertising?

- Warning messages do not reduce alcohol abuse among any segment of the population [numerous studies].
- These proposals divert attention and resources from other effective programs.

2022987871

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

FOOD

FDA ENFORCEMENT

11. What is KGF's position on the legislation that would give additional enforcement authority to the FDA over the food industry?

- FDA's existing powers and enforcement mechanisms – including the threat of adverse publicity, judicially-enforced sanctions, and strict criminal liability – can be most effective in ensuring industry compliance.
- Strong leadership, aggressive risk-based enforcement, and efficient management of resources are the keys to an effective FDA.

FDA USER FEES

12. Does KGF believe food industry user fees are a proper way to help fund FDA operations?

- FDA regulates industries which comprise nearly 25% of GNP.
- More realistic budgeting and a greater federal funding commitment, not ill-conceived user fee schemes, are needed to improve the agency's operations.

2022987872

Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

FOOD SAFETY

13. What is KGF's position of "food safety" legislation that seeks to ban or severely limit the use of pesticides in the production of food?

- KGF operates in compliance with all applicable laws and regulations governing public health and safety.
- Zero-tolerance approach of the "Delaney Clause" is based on antiquated notions of food safety, given modern scientific capabilities that can detect chemicals at very low levels that may pose only a negligible public health risk or no risk at all.
- Legislative efforts to resolve the problems created by the Delaney Clause should be guided by modern scientific and risk assessment principles, and should allow the FDA to approve safe food ingredients and the EPA to set pesticide tolerances based on a risk standard where both the economic and health benefits of pesticide use are considered.

14. Does KGF support recommendations of the Vice President's Task Force on Reinventing Government that call for transferring the food safety responsibilities of USDA, now carried out by the Food Safety and Inspection Service (FSIS), to the FDA?

(N)
- Current meat and poultry inspection system is outmoded, does not provide adequate public health protection and is greatly in need of reform.
- Required reform can be carried out effectively by the Department of Agriculture.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

FOOD NUTRITION ADVERTISING

15. What is KGF's position on food advertising in light of the new rules that regulate nutritional information that can be placed on food labels?

- Harmonization of the FTC's approach to food advertising with USDA and FDA food labeling regulations is the correct policy to pursue.
- FTC has broad statutory authority to prohibit false or misleading advertising.
- Important differences between food labeling and advertising must be recognized, and the FTC agrees with our position.

DIET SUPPLEMENT LEGISLATION

16. Why does KGF oppose legislation that would require the FDA to subject diet supplements to regulations far less stringent than that applied to foods?

- KGF believes in a level playing field among competitors, and this legislation would not accomplish this goal.
- Dietary supplements should be regulated in a manner consistent with foods under the NLEA.

DOWNSIZING OR "PACKAGING SHORTING"

17. What is "downsizing" legislation, and what is KGF's position on such legislation?

- Downsizing legislation would require manufacturers to place a notice on a package or shelf if the contents of a product have been reduced but the package has remained the same.
- KGF believes that grocery products are accurately labeled as to weight, serving size, and price, and that downsizing legislation is unnecessary.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

1995 Farm Bill

18. What is the outlook for the dairy program in the 1995 Farm Bill?

- "Self Help" concept is being debated.
- Instead of the government buying the surplus created by higher prices, it would be exported.
- Exported product would not be subsidized by taxpayers, but the lower world price would be offset by higher domestic prices.
- KGF prefers an approach that does not penalize domestic consumers.

Tobacco

Leaf

19. The new US leaf law is being criticized as going against the spirit of GATT. Why did PM support this initiative?

- This was a grower-driven initiative. The American tobacco farmers have been under strong economic pressures in recent years.

Ford Amendment

20. What would the impact on PM and the domestic tobacco industry be if the Ford Amendment ("domestic content" legislation) is determined to be GATT illegal?

- The industry will develop an alternative strategy to bring long term stability to tobacco production in the US.
- In the near term, the US Department of Agriculture concluded that the domestic purchase requirements will result in domestic manufacturers using about 188 million pounds of additional pounds of US tobacco in 1994.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

21. Why did PM USA support the recently enacted Ford Amendment, requiring US cigarette manufacturers to use at least 75% US grown tobacco in their products during each calendar year?

- Senator Ford sought to bring stability to the domestic tobacco program and ensure the long-term viability of tobacco production in the US
- Senator Ford's goals were consistent with our own.
- PM USA is the largest purchaser of US tobacco.
- Ford amendment strengthened our competitive position because PM has relied less on imported tobacco than our competitors.

22. Do you agree with the US Department of Agriculture finding that the requirement that domestic cigarette manufacturers use at least 75% US leaf in the manufacture of cigarettes will result in a 9% decrease in US cigarette production for the next four years, resulting in a loss of about 11,000 jobs in domestic cigarette manufacturing plants?

- The USDA analysis relies on questionable assumptions.
- It assumes that cigarette manufacturers will shift production to foreign operations in an effort to continue their use of cheaper foreign tobacco leaf and that this will result in an eventual cutback in US leaf purchases.
- PM is the largest exporter of cigarettes in the US, responsible for well over half the cigarettes exported from the US.
- PM will not shift production offshore as a result of the Ford Amendment.

23. What is the impact of the 75% domestic leaf legislation on PM USA?

- We use a high percentage of domestic leaf in our brands.
- This legislation will insure an adequate supply of US grown leaf for the long term.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

24. How will the new US leaf law affect PM's business internationally?

- Law affects all US manufactured cigarettes, including exports.
- US leaf is already the largest component of our cigarettes.

TOBACCO PROGRAM

25. Why does PM USA support the Federal Tobacco Program?

- US flue-cured and burley tobacco is the backbone of our brands.
- Tobacco Support Program assures a stable supply of tobacco at relatively stable prices.

SYNAR AMENDMENT

26. What is the status of HHS's (Health & Human Services) development of regulations designed to enforce the Synar Amendment? How will the Synar Amendment be enforced?

- Basic aim of the Synar Amendment is to prevent minors from illegally purchasing and using tobacco products.
- The content of the HHS regulations was debated last fall.
- The regulations received strong opposition from state and federal legislators, police organizations, the drug treatment community and our industry.
- HHS is now reviewing its proposed regulations and final action is expected in the near future.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

SMOKE FREE ENVIRONMENT ACT

27. How does PM respond to the "Smoke Free Environment Act" proposed by Representative Waxman?

- We view as another attempt by anti-smoking forces in Congress to introduce social engineering on a vast scale.
- Government mandated smoking bans deprive business owners of flexibility in running their establishments and freedom to determine their own smoking policies.
- The preferences of non-smokers and smokers can be accommodated through smoking and non-smoking sections.
- Majority of the public prefers accommodation.

CALIFORNIA UNIFORM TOBACCO CONTROL ACT

28. Is PM working with restaurant owners to promote a ballot initiative known as the California Uniform Tobacco Control Act?

- We are working with the restaurant, hotel and tourist industries in California to gather signatures in support of a ballot measure promoting accommodation of smokers and non-smokers.
- The earliest such a measure could appear on the ballot is November 1994.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

The Tobacco Institute
April 1, 1994

1994 STATUS REPORT
STATE TOBACCO LEGISLATION

Note: Number in parentheses = current cigarette tax
Note: States marked with a "-c" have only 1993 carryover bills that have not been acted on this year.

Cigarette Excise Taxes — Legislative

Cigarette tax hikes have been proposed in 32 state legislatures and DC; increases have passed in two states:

Idaho (18)	10¢ effective 7/1/94 (awaits Governor's action); defeated 50¢
Washington (54+)	7.5-cent increase, and repeal of 3-cent sunset scheduled for 7/1/95 if approved by referendum 11/8/94 (awaits Governor's action); defeated 10, 12-cent increases

Bills are pending in 22 states:

Alaska (29)	10 cents; 14.5 cents
California (37)	2 cents; 27 cents
Florida (33.9)	25.1 cents
Hawaii (60)	30 cents; 50 cents; return to 40% if equals more than 60 cents & Congress raises FET for health care
Illinois (44)	30 cents; $1.00
Kansas (24	10 cents
Kentucky (3)	3 cents; 24 cents + import tax
Maine-c (37)	5 cents
Maryland (36)	25 cents
Michigan-c (25+)	change to 48%; change to 66% [50-cent increase is on 3/15 ballot; if rejected, 15-cent takes effect 5/1]
Minnesota (48)	23 cents; unspecified
Missouri (17)	$1.00
Nebraska (34)	1 cent; 2 cents; 25 cents
New Jersey (44)	12 cents but repeal sales tax on cigs
New York-c (56)	2 cents; 10 cents; 22 cents; 25 cents
Ohio-c (24)	24 cents
Oklahoma (23)	2 cents; $1.00 on referendum
Pennsylvania-c (31)	2 cents; 20 cents
Rhode Island (44)	2; 7; 8; 14; 15; 16 cents; increase tax based on price increases
South Carolina (7)	13 cents; index to CPI
Tennessee-c (13)	1 cent; 13 cents
Vermont (20)	20 cents; new 20% retail; 10+10+10+10

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

Cigarette tax increase have been defeated in 8 states and DC:

Dist of Columbia (65)	25 cents
Georgia-c (12)	12 cents
New Hampshire (25)	5 cents
New Mexico (21)	new 42.3% retail
South Dakota (23)	10 cents
Utah (26.5)	25 cents
West Virginia (17)	replace with 25% increasing to 40% in 5 years; additional 10%
Wisconsin (38)	10 cents; 25 cents; 25+25 cents; $1.00
Wyoming (12)	8 cents

TOBACCO TAX BALLOT MEASURES

Voters in one state approved tobacco tax increase on ballot:

Michigan (25)	50-cent/16% tobacco tax increase; 2% sales tax increase; real estate transfer tax; effective 5/1/94 for school finance (placed on 3/15/94 ballot by 1993 legislature)
Washington	voters will consider cigarette tax increase on 11/8/94 ballot (see page 1).

3 other tobacco tax initiatives are proposed for possible inclusion on 11/8/94 ballots:

Arizona (18)	40 cents/equiv OTP increases for indigent care, research, anti-tobacco programs
California (37)	$1.00 per pack/equiv OTP increases for health care; reduce increase by amount that federal tax is increased if revenues are allocated to state health care
Colorado (20)	50 cents/50% increases for indigent care, anti-tobacco programs; health research; economic development; also sales tax on cigarettes, allow local tobacco taxes

One other initiative has been withdrawn from circulation:

Oregon (38)	25-cent/25% increases for uninsured health care, anti-tobacco programs

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

SMOKER ACCOMMODATION/MODIFY SMOKING BANS

Legislation providing accommodation for smokers, or modifying existing laws has been introduced in 11 states; is pending in 10:

Colorado	Maryland	Rhode Island-c
Delaware-c	New York-c	Tennessee
Kentucky	Ohio	Vermont
Maine		

Accommodation language has been defeated in one state:

Utah.

LOCAL SMOKING RESTRICTION PREEMPTION

Bills to preempt local authority to restrict smoking have been proposed in 8 states; passed in 2:

Mississippi	Preempt local laws on tobacco "use"
Utah	Preempt inconsistent local laws

Smoking preemption bills are pending in 4 states:

Alabama	Kansas
Delaware-c	Vermont

Preemption has been defeated in 2 states:

Indiana	Washington

California ballot initiative would preempt local ordinances.

Bills to repeal or modify preemption of local smoking bans have been introduced in 7 states; are pending in 6:

Florida	Illinois-c	Pennsylvania
Idaho	Iowa	South Carolina

Repeal of preemption has been defeated in one state:

Virginia

INDOOR AIR QUALITY (IAQ)

Legislation to establish indoor air quality programs has been filed in 8 states, is pending in 7:

California	Massachusetts	Pennsylvania-c
Florida	New York-c	Vermont-c
Hawaii		

Bills are dead in 1 state:

Washington

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

SMOKING BANS & RESTRICTIONS

Smoking bills have been filed in 40 states; passed in 5:

South Carolina	Ban smoking in licensed child care centers; other bills remain pending
South Dakota	Restrict in child care facilities
Utah	Ban in restaurants, other public places; exempt in bars, airport smoking rooms; allow workplace smoking lounges; preempt locals
Virginia	Ban in schools during class or activity hours. Limit in recreation facilities. (2 bills; await Governor's action)
Wisconsin	Ban in child care centers (awaits Governor's action); defeated bans in other public places

Smoking bills are pending in 31 states:

Alabama	Kentucky	New Jersey
Arizona	Maine	New York
California-c	Maryland	North Carolina-c
Colorado	Massachusetts	Ohio
Connecticut	Michigan	Oklahoma
Delaware-c	Minnesota-c	Pennsylvania
Florida	Mississippi	Rhode Island
Hawaii	Missouri	South Carolina
Illinois	Nebraska	Tennessee
Iowa	New Hampshire	Vermont-c
Kansas		

Smoking restrictions have been defeated in 5 states:

Georgia	New Mexico	West Virginia
Indiana	Washington	

BALLOT MEASURES

California initiative proposed for statewide smoking regulation.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

Regulatory Action

Maryland	Dept of Licensing & Regulation has published rule limiting smoking in all places of employment to separately ventilated areas. Also, DOT regulation would ban smoking at Baltimore-Washington Airport except in bars.
Washington	Dept of Labor adopted rule requiring office workplace smoking areas to be separately-ventilated effective 9/1/94.
Florida	Dept of Health rule enforcing smoking restriction law is pending; administrative challenge was inconclusive. Dept of Corrections has smoking regulation pending.
Kentucky	OSHA is considering regulation of smoking.
Minnesota	Dept of Health is revising regulations for implementing current smoking law.

Advertising Bans & Restrictions

Proposals to ban tobacco ads, or to require new "health warnings" have been offered in 16 states and DC; are pending in 13 and DC:

California-c	Massachusetts	Pennsylvania
Dist. of Columbia	Michigan	Rhode Island-c
Hawaii-c	New Jersey	South Carolina-c
Illinois-c	New York	Vermont
Iowa-c	Oklahoma-c	

Advertising limits have been defeated in 3 states:

Indiana	Maryland	Washington

Also, California initiative would prohibit tobacco advertising on billboards within 500 feet of schools.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

PROHIBIT EMPLOYMENT DISCRIMINATION

10 states have bills to prohibit discrimination based on off-job use of tobacco products, legal products, or legal activities:

Alaska-c	Iowa-c	Nebraska-c
Delaware-c	Kansas-c	Ohio-c
Florida	Michigan-c	Pennsylvania-c
Hawaii		

Bills to repeal or add exemptions to existing laws have been filed in 2 states:

New York-c	exempt police restrictions from 1992 law
Tennessee-c	repeal part of 1990 law

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

LITIGATION

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LITIGATION

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

LITIGATION

HUMAN RESOURCES

1. What is the status of the human rights claims at Fulton Brewery that were covered by the New York Times?

   - Three major employment related cases involving the Fulton Brewery remain active. We do not feel that their claims have any merit.
   - In one of the cases, a judge ruled on February 7 that Miller may send African-American employees releases in connection with their severance offering. The harassment portion of the suit remains unresolved.

2. Are there any class action lawsuits that have been filed by any group as a result of the closing of the Fulton Brewery?

   - Yes. The suit was filed in the Northern District of New York, on December 28, 1993. Plaintiffs allege that they were subjected to racially derogatory pages, graffiti, and notes in the workplace. They seek compensatory and punitive damages, and other relief on behalf of all African-Americans employed or formerly employed at the Fulton Brewery. Also at issue was Miller's use of releases in connection with severance packages offered hourly workers as part of a plant closing agreement Miller negotiated with the International Association of Machinists.
   - On February 7, Judge Scullin announced that he will permit Miller to send African-American employees the releases in connection with the severance offering.
   - The harassment portion of the suit remains unresolved.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

3. What is the company's position on the lawsuit brought by former employees at the Kraft Decatur, Georgia plant?

- A few employees had filed a lawsuit challenging the company's severance pay practices. All employees, including the plaintiffs, have signed releases and received severance pay.
- Although KGF's motion to dismiss was granted, plaintiffs have filed an appeal with the US Court of Appeals in Atlanta.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

FOODSERVICE

4. We understand that a sexual harassment suit has been filed against Kraft Foodservice. What is the status?

(U) ▪ We do not comment on pending employee lawsuits.

CONFIDENTIAL

- Katherine Burnett filed an employment discrimination lawsuit in federal court in Denver, Colorado, on January 3, 1994. The suit seeks monetary relief, including compensatory damages.
- The suit alleges that she was subjected to a sexual hostile work environment, and was denied a promotion after refusing to meet privately with the former district manager of the Denver Foodservice District. She also alleges that the company retaliated against her because she filed a charge of discrimination with the Equal Employment Opportunity Commission. There is also a Worker's Compensation issue.
- PM denies the existence of sexual hostile work environments, retaliation and unlawful denial of promotion.
- We made a settlement offer which encompasses the Worker's Compensation issue, but discussions are on-going. We are in the discovery phase.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

KRAFT USA

5. Tulare murder suspect Guadeloupe Padilla sued Kraft USA claiming negligence. What is the status of the case?

- Plaintiff claims to have been injured at the Tulare North Kraft USA plant on January 27, 1993, due to negligence of Kraft USA. He was the employee of a contractor at the plant. Subsequently, in July of last year, it is alleged that he went to two different medical offices/facilities in that area and slew a doctor and a medical assistant.
- The suit was filed just prior to California's one year statute of limitations for the filing of personal injury actions passed. The suit has been served on PM Inc., but has not yet been served on Kraft USA.
- Once the proper parties have been identified, and made a part of the suit, it is the intention of KGF to fully defend itself.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

PMMC

6. In the later portion of 1992 you terminated Allene Roberts, a black woman who had 25 years with the company, building successfully a good reputation for PM with minority constituencies all over the country. We understand that she was asked to leave and was escorted from the building. Is this an example of the company's commitment to diversity for long-term minority employees?

CONFIDENTIAL

- (Allene Roberts was a Manager of Public Programs in the Corporate Affairs Department and a 25-year employee. She was terminated in November 1992. In December, she sued the company alleging race and sex discrimination and defamation of character).
- No. This matter relates only to one former employee, Mrs. Roberts, and in no way affects PM's total commitment to diversity within its workplace.
- Regrettably, Mrs. Roberts was let go after a general audit of her department which focused partially on the activities and practices of the people in that department. Questions were raised about her activities and practices. Specifically, those questions related to violations of expenses and contracting policies to which all our employees, with 25 days or 25 years of tenure, must adhere.
- It was in consideration of her 25 years of dedicated service that she was given months to resolve the questions. In the end, Mrs. Roberts' positive accomplishments could not be permitted to offset apparent misconduct which was discovered in the audit and which was discussed with her in great detail before the action was taken.

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- We are well aware that over the years while she worked for PM, Allene Roberts made many friends for this company. She did so by representing accurately to the community PM's commitment to social and economic justice. We hope that whatever the outcome of the litigation with Ms. Roberts, those friendships based on that commitment can endure.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

SEINFELD V. BAILEY

7. We have heard about Seinfeld v. Bailey. What is it, and what is its posture?

- On April 7, 1992, a shareholder derivative action styled Seinfeld v. Bailey, et. al. was filed in New York State Supreme Court, New York County, alleging that in September 1991, PM Companies Inc. ("PM"), a Virginia corporation, improperly awarded shares of restricted stock and stock options to the company's former chairman, Hamish Maxwell. The complaint alleges that the grants were unlawful and wasteful gifts of corporate assets which were not properly authorized by the Board.
- Subsequently, defendants moved to dismiss, asserting that because the grant occurred in January 1991 at a time when plaintiff was not a shareholder, plaintiff lacked standing to bring the action. Plaintiff's counsel later moved to intervene with a new plaintiff-shareholder. Defendants cross moved to oppose the intervention and have amended the original motion to dismiss by adding a second ground for dismissal, *forum non conveniens.*

(Cont'd)

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- On December 9, 1992, the matter was submitted to Judge Peter Tom, who granted defendants cross motion and dismissed the action on April, 1993. Plaintiffs have appealed the dismissal. Oral argument on the appeal was taken in New York Supreme Court, Appellate Division, First Department on December 1, 1993. The Appellate Division rendered a unanimous decision in favor of PM on December 23, 1993.
- Plaintiffs filed a motion for leave to appeal the decision to the New York Court of Appeals. On March 23, 1994, the Court of Appeals denied the motion.
- If plaintiffs wish to continue, they must do so by bringing an action in Virginia.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

IN RE PHILIP MORRIS SECURITIES LITIGATION

8. We have heard about In Re Philip Morris Securities Litigation. What is it, and what is its posture?

- On April 2, 1993, PM Companies Inc. and certain of its officers were named as defendants in the first of several purported shareholder class actions which were filed and later consolidated in the United States District Court for the Southern District of New York as In Re Philip Morris Securities Litigation.
- These lawsuits allege that the company violated federal securities laws by making false and misleading statements concerning the effects of discount cigarettes on the company's premium tobacco business in the period January 7 to April 2, 1993, the latter of these being the date upon which the company announced changes in its marketing and pricing strategies for both premium and discount brands.
- On September 10, defendants moved to dismiss the action and filed motions to stay discovery and consideration of class action certification pending the decision of the court on the Motion to Dismiss. The parties presented oral argument on October 22. On October 25, defendants' motions to stay were granted.
- The court heard oral arguments on the Motion to Dismiss on December 3. A decision is expected during the second quarter of 1994.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

LEGAL/REGULATORY

9. What is going on with the investigation being conducted by the US Attorney for the Eastern District of New York into allegations of industry misconduct?

   - This is a legal matter, and it is our policy not to comment on pending legal investigations.

     Note: PM USA has been advised that there is a grand jury investigation being conducted by the US Attorney for the Eastern District of New York which is looking into possible violations of criminal law in connection with activities relating to the Council for Tobacco Research - USA, Inc., of which PM USA is a sponsor. The outcome of this investigation cannot be predicted.

PRODUCT DEFECTS

10. Why does PM oppose legislation to limit the ability of trial courts to issue protective orders in litigation that keeps information about product defects or other public hazards away from the public?

    - Existing court rules grant trial judges the discretion to keep information confidential. This allows protection from public disclosure of trade secrets and personal medical records, or other confidential information produced during the discovery process and not introduced at trial which could be taken out of context.
    - The plaintiff's bar hasn't shown that trial judges are abusing this discretion, so other legislation is simply unnecessary.
    - In any event, Government agencies such as the FTC, FDA, and FCC have access to such information in order to protect the interests of the public.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

BEER

PABST

11. What is the result of the Pabst lawsuit against Miller Brewing Company and PM Companies Inc. over the Molson acquisition?

- The case was voluntarily withdrawn by Pabst in September confirming our earlier view that the case was without merit. No settlement monies were paid by Miller Brewing Company or PM Companies Inc.

LABATT

12. Why is Labatt suing Miller Brewing Company and Molson, and do you think they will be successful in winning the lawsuit?

- Labatt filed suit against both Miller Brewing Company and Molson for the use of the term "Ice Brewed" and "Ice Beer" in Miller's and Molson's ice beer advertising.
- We believe Labatt is trying to appropriate for itself a descriptive brewing term that has been in use for years. "Ice Beer" was developed by German brewers in the last century and a beer known as "Eisbock" has been produced in Germany as well as Ontario.
- We have filed an answer denying all of Labatt's claims and a counterclaim for false advertising and unfair competition to stop Labatt from misleading consumers in believing that Labatt invented ice beer and ice brewing.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

- We are also seeking a declaration that Labatt has no exclusive rights in the terms "ice beer" or "ice brewed."
- The discovery process has just begun. The trial is expected to be scheduled in the second quarter of 1995.

COORS

13. What is the status of the lawsuit filed by Coors against Miller?

- We believe these actions are without merit. Miller and Molson entered into a strategic alliance last year which strengthens each of our presences in North America. This agreement was a logical extension of the working relationship our companies have had since the mid-1980's when we entered into an agreement with Molson to market Miller brands in Canada.
- Our agreement has and will remain completely separate from the licensing partnership Molson has with the Coors Brewing Company.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

FAT BOYS LAWSUIT

14. We read that rap group The Fat Boys sued Miller Brewing Company. What is the status?

- The Fat Boys sued Miller in 1988, claiming that Miller infringed their copyright and rights of privacy and publicity in a parody commercial for Miller Lite.
- Miller does not believe the case has merit.
- Under an indemnification provision with advertising agency Backer Spielvogel Bates, the agency, not Miller, would be liable. The case, therefore, will have no significant financial impact on Miller.
- Recently, the court denied a motion for a summary judgement to dismiss the claim. The case will now go to trial unless a settlement is reached.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

FOOD

OSCAR MAYER VS. CONAGRA

15. What is the status of the lawsuit between ConAgra and Oscar Mayer?

- On February 24, 1994, the court denied motions filed by ConAgra after trial asking that the jury's verdict in Oscar Mayer's favor be overturned. The jury had found that two Oscar Mayer patents were valid and willfully infringed by ConAgra and awarded Oscar Mayer $9.8 million in actual damages. Following trial, the court entered an injunction against ConAgra enjoining further infringement. ConAgra is now appealing the judgement.
- The patents relate to poultry products in which a lactate salt is added in an amount effective to delay the growth of Clostridium Botulinum. All poultry processors who use the patented invention are paying royalties except ConAgra, who sold infringing products under brands such as Healthy Choice and Butterball.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000

NABISCO RTE ANTI-TRUST

16. What is the status of the Nabisco Ready-to-Eat Cereals anti-trust suit in New York?

- The suit is still pending, but we consider it is unjustified.
- We consider that the transaction is closed, and have fully integrated the business into our operations.
- In addition, the State of New York is attempting to prevent KGF from adding the Post trademark to the Nabisco mark on the Nabisco brand ready to eat cereals, while the State's case for divestiture is pending. A decision is expected during the second quarter.

BONGRAIN CHEESE

17. What is the status of KGF's suit against Bongrain Cheese?

(U)
- The US District Court of Pennsylvania granted PM's motion for preliminary injunctions against Bongrain Cheese on December 23, 1993 based on trademark infringement of our famous PHILADELPHIA trademark.
- Bongrain is prohibited from distributing and selling "Pennsylvania" cream cheese in Argentina, Uruguay and Brazil.
- In January, KGF filed a complaint for damages and Bongrain filed a motion to vacate the order.
- Final settlement agreement is currently being negotiated.

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Source: https://www.industrydocuments.ucsf.edu/docs/kyvl0000